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MINDICH JEREMY

Form 3

September 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Common Stock (1) (2)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PHH CORP [PHH] SCOPIA FUND (Month/Day/Year) MANAGEMENT, LLC 09/06/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 152 WEST 57TH (Check all applicable) STREET. 33RD FLOOR (Street) 6. Individual or Joint/Group Director __X__ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person NEW YORK. NYÂ 10019 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock (1) (2) 4,999,031 Ι See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Ι

By Matthew Sirovich

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

30,000

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Senior convertible notes (1) (2)	09/06/2012	06/15/2017	Common Stock	1,955,035	\$ 12.79	I	See Footnotes (4)

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Natices		10% Owner	Officer	Other	
SCOPIA FUND MANAGEMENT, LLC 152 WEST 57TH STREET 33RD FLOOR NEW YORK, NY 10019	Â	ÂX	Â	Â	
MINDICH JEREMY C/O SCOPIA FUND MANAGEMENT, LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	Â	ÂX	Â	Â	
SIROVICH MATTHEW C/O SCOPIA FUND MANAGEMENT, LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	Â	ÂX	Â	Â	

Signatures

Scopia Fund Management LLC; B Member	y /s/ Jeremy Mindich, Managing Director of the Managing	09/14/2012
	**Signature of Reporting Person	Date
/s/ Jeremy Mindich		09/14/2012
	**Signature of Reporting Person	Date
/s/ Matthew Sirovich		09/14/2012
	**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - This Form 3 is filed jointly by Scopia Fund Management LLC ("Scopia Management"), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 3 are held in the accounts of several investment funds and managed accounts (together, the "Investment").
- (1) Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.
- Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest (2) therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Reporting Owners 2

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- Shares are held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment
- (3) Vehicles, and Messrs. Sirovich and Mindich, as the control persons of Scopia Management, may be deemed to beneficially own the securities held by the Investment Vehicles.
- (4) The senior convertible notes reported on Table II of this Form 3 as of September 6, 2012 became convertible within 60 days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.