

OCWEN FINANCIAL CORP  
Form 8-K  
January 17, 2008

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 15, 2008

**OCWEN FINANCIAL CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**1-13219**  
(Commission File Number)

**65-0039856**  
(I.R.S. Employer  
Identification No.)

**1661 Worthington Road**  
**Suite 100**  
**West Palm Beach, Florida**  
(Address of Principal Executive Offices)

**33409**  
(Zip Code)

**(561) 682-8000**  
Registrant's telephone number, including area code

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 7.01.**

**Regulation FD Disclosure**

On January 15, 2008, Ocwen Financial Corporation (the “Company”) issued a press release announcing that its Board of Directors has received a proposal from a group of investors led by William C. Erbey, Chairman and Chief Executive Officer of the Company, Oaktree Capital Management, L.P. and Angelo, Gordon & Co., L.P. to acquire all of the outstanding shares of the Company for \$7.00 per share in cash. The press release is furnished herewith as Exhibit 99.1.

**Item 9.01.**

**Financial Statements and Exhibits**

(d)

Exhibits

Exhibit No.	Description of Exhibits
<u>99.1</u>	Press Release dated January 15, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OCWEN FINANCIAL CORPORATION

Date: January 17, 2008

By: /s/ David J. Gunter

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Name: David J. Gunter  
Title: Senior Vice President,  
Chief Financial Officer  
and Treasurer

3

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**EXHIBIT INDEX**

Exhibit No.	Description of Exhibits
<u>99.1</u>	Press Release dated January 15, 2008

4

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