



**2002 Summit Boulevard, 6th Floor**

**Atlanta, Georgia 30319**

**(Address of principal executive offices)**

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

**Not applicable.**

**(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 (*see* General Instruction A.2. below):

£ 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))

**Explanatory Note**

This Amendment No. 1 on Form 8-K/A is being filed to amend the Current Report on Form 8-K previously filed by Ocwen Financial Corporation (“Ocwen”) on March 14, 2013 regarding the election of Wilbur L. Ross, Jr. to the Board of Directors of Ocwen.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) *Election of Directors*

As previously disclosed, effective March 11, 2013, the Board of Directors of Ocwen appointed Wilbur L. Ross, Jr. as an additional member to the Board of Directors. At that time, Mr. Ross was also appointed to serve on the Compliance Committee of the Board of Directors. At the time of his appointment, the Board of Directors had not yet determined whether Mr. Ross would serve on any other committees. On March 29, 2013, Mr. Ross was appointed to serve on the Compensation Committee of the Board of Directors, replacing Barry N. Wish on the committee.

**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, hereunto duly authorized.

OCWEN FINANCIAL CORPORATION  
(Registrant)

Date: April 3, 2013 By: /s/ John V. Britti

John V. Britti

Executive Vice President & Chief Financial Officer

(On behalf of the Registrant and as its principal financial officer)