

OCWEN FINANCIAL CORP  
Form 8-K  
May 18, 2011

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

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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): May 12, 2011

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OCWEN FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

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Florida  
(State or other jurisdiction of  
incorporation)

1-13219  
(Commission File Number)

65-0039856  
(IRS Employer Identification No.)

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2002 Summit Boulevard  
6th Floor  
Atlanta, GA 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 5.07 Submission of Matters to a Vote of Security Holders.

Ocwen's Annual Meeting of Shareholders was held on May 12, 2011. Shareholders voted on the matters set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term or until their successors shall be elected and qualified, based upon the following votes:

| Nominee            | Votes For  | Votes Against | Withheld  | Broker Non-Votes |
|--------------------|------------|---------------|-----------|------------------|
| William C. Erbey   | 92,295,495 | 0             | 787,501   | 2,022,192        |
| Ronald M. Faris    | 92,296,920 | 0             | 786,076   | 2,022,192        |
| Ronald J. Korn     | 92,489,765 | 0             | 593,231   | 2,022,192        |
| William H. Lacy    | 91,779,487 | 0             | 1,303,509 | 2,022,192        |
| David B. Reiner    | 91,733,124 | 0             | 1,349,872 | 2,022,192        |
| Robert A. Salcetti | 91,776,562 | 0             | 1,306,434 | 2,022,192        |
| Barry N. Wish      | 87,986,467 | 0             | 5,096,529 | 2,022,192        |

2. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011 was approved based upon the following votes:

|                    |            |
|--------------------|------------|
| Votes for approval | 94,849,571 |
| Votes against      | 17,904     |
| Abstained          | 237,713    |

There were no broker non-votes for this item.

3. The advisory vote on executive compensation for the following resolution was approved based upon the following votes:

Resolved, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2011 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and any related material.

|                    |            |
|--------------------|------------|
| Votes for approval | 92,065,535 |
| Votes against      | 630,966    |
| Abstained          | 386,495    |
| Broker Non-Votes   | 2,022,192  |

4. The Board of Directors is evaluating the frequency of holding an advisory vote on executive compensation. The votes are as follows:

|                     |            |
|---------------------|------------|
| Votes for approval: |            |
| 1 Year              | 51,682,425 |
| 2 Years             | 509,468    |
| 3 Years             | 40,412,799 |
| Abstained           | 478,304    |
| Broker Non-Votes    | 2,022,192  |

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SIGNATURES

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

OCWEN FINANCIAL CORPORATION

By: /s/ John P. Van Vlack  
John P. Van Vlack  
Executive Vice President, Chief Financial  
Officer and Chief Accounting Officer  
(On behalf of the Registrant and as its  
principal financial officer)

DATE: May 18, 2011