New Residential Investment Corp.

Form 4

August 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

January 31, 2005

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may continue.

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tyson Alan L.

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

New Residential Investment Corp.

(Check all applicable)

[NRZ]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _ Other (specify

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

4. If Amendment, Date Original

(Month/Day/Year)

08/27/2014

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10105

(City)	(State)	Table Table	e I - Non-Do	erivative	Securi	ties Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	08/27/2014		M	2,000	A	\$ 2.74	67,916	D	
Common Stock, par value \$0.01 per share	08/27/2014		F	870	D	\$ 6.3	67,046	D	

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

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Deletionship

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 2.74	08/27/2014		M <u>(1)</u>	2,000	<u>(2)</u>	(2)	Common Stock, par value \$0.01 per share	2,000	\$ (

Reporting Owners

Reporting Owner Name / Address	Keiauolisiiips				
	Director	10% Owner	Officer	Other	
yson Alan L.					
NAS AMENIJE OF THE AMEDICAC ACTUELOOD	37				

1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105

Signatures

Ty

/s/ Alan L. 08/29/2014 Tyson

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).
- The reported stock options were granted by the issuer to the reporting person in December 2011, who assumed the options for no value.
- Non-Officer Director Stock Options are fully vested as of the grant date in accordance with the terms of the New Residential Investment Corp. Nonqualified Stock Option and Incentive Award Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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