

OCWEN FINANCIAL CORP  
Form 8-K  
February 12, 2010

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): **February 12, 2010**

**OCWEN FINANCIAL CORPORATION**

(Exact name of registrant as specified in its 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 office)

**33409**  
(Zip Code)

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:

- 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))
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**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On February 12, 2010, the Company issued \$200 million of notes under the Term Asset-Backed Securities Loan Facility (TALF) program that is administered by the Federal Reserve Bank of New York. These notes are secured by servicing advances and are scheduled to begin amortizing in 12 months. The final maturity date is September 2023. The interest rate on the notes is fixed at 3.59%.

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**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: February 12, 2010

By: /s/ David J. Gunter

David J. Gunter  
Executive Vice President and Chief Financial Officer  
(On behalf of the Registrant and as its principal financial officer)

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