

PHH CORP  
Form POSASR  
October 09, 2018

As filed with the Securities and Exchange Commission on October 9, 2018

Registration No. 333-208672

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3ASR REGISTRATION STATEMENT NO. 333-208672**

**UNDER  
THE SECURITIES ACT OF 1933**

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**PHH CORPORATION**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
Incorporation or Organization)

**3000 Leadenhall Road  
Mt. Laurel, New Jersey 08054  
(856) 917-1744**  
(Address of Principal Executive Offices  
including Zip Code)

**52-0551284**  
(I.R.S. Employer  
Identification Number)

**CSC-Lawyers Incorporating Service Company  
11 East Chase Street  
Baltimore, Maryland 21202**  
(Name, address and telephone number of agent for service)

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**Approximate date of commencement of proposed sale to the public: Not Applicable**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment is being filed to deregister unsold securities of PHH Corporation, a Maryland corporation ( PHH or the Registrant ), that were registered on Registration Statement on Form S-3ASR (No. 333-208672) (the Registration Statement ) filed with the U.S. Securities and Exchange Commission on December 21, 2015, pertaining to the registration of an unspecified number of shares of common stock, par value \$0.01 per share ( Common Stock ), shares of preferred stock, par value \$0.01 per share, ( Preferred Stock ), debt securities, an unspecified number of warrants for the purchase of Common Stock, Preferred Stock, or debt securities, and an unspecified number of units consisting of some or all of these securities in any combination.

On October 4, 2018, pursuant to the Agreement and Plan of Merger, dated as of February 27, 2018 (the Merger Agreement ), by and among Ocwen Financial Corporation ( Ocwen ), POMS Corp ( Merger Sub ), and PHH, Merger Sub merged with and into PHH (the Merger ), with PHH surviving the Merger as a wholly owned subsidiary of Ocwen.

In connection with the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statements. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements and, in accordance with undertakings contained in the Registration Statements to remove from registration by means of a post-effective amendment any of the securities that had been registered but remained unsold at the termination of the offering, removes from registration any and all securities of the Registrant registered but unsold under the Registration Statements as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mt. Laurel, State of New Jersey, on October 9, 2018.

PHH CORPORATION

By: /s/ Robert B. Crowl  
Name: Robert B. Crowl  
Title: Chief Executive Officer

No other person is required to sign this Post-Effective Amendment to the Registration Statements in reliance upon Rule 478 of the Securities Act.