

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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(HTML Version on secdatabase.com)

REPORTING OWNER

MINDICH JEREMY

CIK: **1431207**

Type: **4** | Act: **34** | File No.: **001-07797** | Film No.: **13521149**

Mailing Address
C/O SCOPIA MANAGEMENT
INC
450 SEVENTH AVENUE,
43RD FLOOR
NEW YORK NY 10123

SIROVICH MATTHEW

CIK: **1431208**

Type: **4** | Act: **34** | File No.: **001-07797** | Film No.: **13521148**

Mailing Address
C/O SCOPIA MANAGEMENT
INC
450 SEVENTH AVENUE,
43RD FLOOR
NEW YORK NY 10123

ISSUER

PHH CORP

CIK: **77776** | IRS No.: **520551284** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6159** Miscellaneous business credit institution

Mailing Address
3000 LEADENHALL ROAD
MT. LAUREL NJ 08054

Business Address
3000 LEADENHALL ROAD
MT. LAUREL NJ 08054
856-917-1744

SCOPIA FUND MANAGEMENT, LLC

CIK: **1279150** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-07797** | Film No.: **13521150**

Mailing Address
152 WEST 57TH STREET
33RD FLOOR
NEW YORK NY 10019

Business Address
152 WEST 57TH STREET
33RD FLOOR
NEW YORK NY 10019
212-370-0303

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SCOPIA FUND MANAGEMENT, LLC			2. Issuer Name and Ticker or Trading Symbol PHH CORP [PHH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
152 WEST 57TH STREET, 33RD FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10019								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾ ⁽²⁾	01/07/2013		<u>S</u>		127,800	D	\$22.9313	4,167,311	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾ ⁽²⁾	01/07/2013		<u>S</u>		134,100	D	\$22.9442	4,033,211	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾ ⁽²⁾	01/08/2013		<u>S</u>		148,200	D	\$23.1581	3,885,011	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾ ⁽²⁾	01/08/2013		<u>S</u>		90,000	D	\$23.152	3,795,011	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾ ⁽²⁾	01/09/2013		<u>S</u>		25,000	D	\$23.3884	3,770,011	I	See Footnote ⁽³⁾

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOPIA FUND MANAGEMENT, LLC 152 WEST 57TH STREET 33RD FLOOR NEW YORK, NY 10019		X		
MINDICH JEREMY C/O SCOPIA FUND MANAGEMENT LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		
SIROVICH MATTHEW C/O SCOPIA FUND MANAGEMENT LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X		

Explanation of Responses:

1. This Form 4 is filed jointly by Scopia Fund Management LLC ("Scopia Management"), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.
2. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
3. Shares are held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment Vehicles, and Messrs. Sirovich and Mindich, as the control persons of Scopia Management, may be deemed to beneficially own the securities held by the Investment Vehicles.

Signatures

[Scopia Fund Management LLC; By /s/ Jeremy Mindich, Managing Director of the Managing Member](#)

[01/09/2013](#)

[/s/ Jeremy Mindich](#)

[01/09/2013](#)

[/s/ Matthew Sirovich](#)

[01/09/2013](#)

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.