

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

Filing Date: **1999-09-10**  
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FILER

**OCWEN ASSET INVESTMENT CORP**

CIK: **1033643** | IRS No.: **650736120** | State of Incorp.: **VA** | Fiscal Year End: **1231**  
Type: **DEFA14A** | Act: **34** | File No.: **001-14043** | Film No.: **99709724**  
SIC: **6798** Real estate investment trusts

Mailing Address

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As filed with the Securities and Exchange Commission on September 10, 1999

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

<TABLE>

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|--|---|
| <input type="checkbox"/> [ ] Preliminary Proxy Statement                                   | <input type="checkbox"/> [ ] Confidential, for Use of the Commission<br>Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> [ ] Definitive Proxy Statement                                    |   |
| <input checked="" type="checkbox"/> [X] Definitive Additional Materials                    |   |
| <input type="checkbox"/> [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 |   |

</TABLE>

OCWEN ASSET INVESTMENT CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

[ ] Fee paid previously with preliminary materials:

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule

0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

2

(OCWEN ASSET INVESTMENT CORP. LETTERHEAD)

IMPORTANT REMINDER

September 10, 1999

Dear Shareholder:

We have previously mailed to you proxy materials relating to the Special Meeting of Shareholders of Ocwen Asset Investment Corp. to be held on Thursday, October 7, 1999.

According to our latest records, we have not received your proxy card for this important meeting. Regardless of the number of shares you own, it is important that they are represented and voted at the meeting. If you have not already mailed your proxy card, please take a moment to sign, date and mail the enclosed duplicate proxy card promptly in the return envelope provided for your convenience.

For the reasons set forth in the Joint Proxy Statement/Prospectus dated August 27, 1999, the Board of Directors of OAC unanimously recommends that you vote "FOR" approval of the Plan of Merger and the Merger Agreement.

Thank you for your cooperation and continued support.

Sincerely,

/s/ William C. Erbey

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 William C. Erbey  
 Chairman and Chief Executive Officer

3

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IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER WHO HAS PROVIDED YOU WITH THE OPTION OF VOTING VIA TELEPHONE OR THE INTERNET, PLEASE UTILIZE ONE OF THESE SERVICES AS A PROMPT WAY OF SUBMITTING YOUR VOTE IMMEDIATELY. PLEASE REFER TO THE VOTING FORM YOU RECEIVED FOR THE APPROPRIATE TELEPHONE NUMBER OR WEBSITE INFORMATION AND HAVE YOUR CONTROL NUMBER READY WHEN USING THESE OPTIONS.

Alternatively, please take a moment to sign, date and mail the enclosed duplicate proxy card promptly in the return envelope provided for your convenience.

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William C. Erbey  
Chairman and Chief Executive Officer