

PHH CORP  
Form 8-K  
June 10, 2016

**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): **June 9, 2016**

**PHH CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-7797**  
(Commission  
File Number)

**52-0551284**  
(IRS Employer  
Identification No.)

**3000 Leadenhall Road**

**Mt. Laurel, New Jersey 08054**

(Address of Principal Executive Offices) (Zip Code)

**(856) 917-1744**

(Registrant's telephone number, including area code)

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**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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07

**Submission of Matters to a Vote of Security Holders.**

At the 2016 Annual Meeting of Stockholders of PHH Corporation ( PHH or the Company ) held on Thursday, June 9, 2016, at 10:00 a.m., local time (the 2016 Annual Meeting ), stockholders holding 50,523,929 shares of the Company s common stock, par value \$0.01 per share, were present, in person or by proxy, representing approximately 94.4% of the 53,517,260 shares of the Company s common stock that were issued and outstanding as of March 31, 2016, the record date for the 2016 Annual Meeting.

At the 2016 Annual Meeting, the Company s stockholders (i) elected Ms. Jane D. Carlin, Mr. James O. Egan, Mr. Thomas P. Gibbons, Mr. Glen A. Messina, Mr. Charles P. Pizzi, Ms. Deborah M. Reif and Mr. Carroll R. Wetzel, Jr., as directors, each to serve until the 2017 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, or until their earlier death, retirement or resignation (the Director Election Proposal ), (ii) ratified the selection of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2016 (the Ratification of Auditors Proposal ), and (iii) approved the compensation paid to the Company s named executive officers as disclosed pursuant to Item 402 of Regulation S-K (the Say on Pay Proposal ).

Votes cast at the 2016 Annual Meeting were as follows:

|  | FOR        | WITHHELD  | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|--|------------|-----------|------------|---------|---------------------|
| <u>Director Election Proposal</u>        |            |           |            |         |                     |
| Jane D. Carlin                           | 46,110,204 | 180,634   |            |         | 4,233,091           |
| James O. Egan                            | 45,350,736 | 940,102   |            |         | 4,233,091           |
| Thomas P. Gibbons                        | 41,653,317 | 4,637,521 |            |         | 4,233,091           |
| Glen A. Messina                          | 46,110,830 | 180,008   |            |         | 4,233,091           |
| Charles P. Pizzi                         | 45,351,445 | 939,393   |            |         | 4,233,091           |
| Deborah M. Reif                          | 45,352,302 | 938,536   |            |         | 4,233,091           |
| Carroll R. Wetzel, Jr.                   | 45,349,986 | 940,852   |            |         | 4,233,091           |
| <u>Ratification of Auditors Proposal</u> | 50,251,196 |           | 235,916    | 36,817  |                     |
| <u>Say on Pay Proposal</u>               | 32,401,401 |           | 13,522,045 | 367,392 | 4,233,091           |

**SIGNATURE**

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.

Date: June 10, 2016

**PHH CORPORATION**

|        |  |
|--------|--|
| By:    | /s/ William F. Brown                                 |
| Name:  | William F. Brown                                     |
| Title: | Senior Vice President, General Counsel and Secretary |