

New Residential Investment Corp.  
Form 8-K  
October 22, 2015

**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): October 22, 2015 (October 16, 2015)**

**New Residential Investment Corp.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**001-35777**  
**(Commission)**

**45-3449660**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**1345 Avenue of the Americas, 46<sup>th</sup> Floor**

**New York, New York**  
**(Address of principal executive offices)**

**10105**  
**(Zip Code)**

**Registrant's telephone number, including area code (212) 479-3150**

**N/A**

**(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 (see General Instruction A.2. below):

- .. 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

***Amendment No. 1 to Third Amended and Restated Indenture Supplement***

On October 16, 2015, New Residential Investment Corp. (the Company), HLSS Servicer Advance Receivables Trust (HSART), Deutsche Bank National Trust Company, HLSS Holdings, LLC, Ocwen Loan Servicing, LLC and Credit Suisse AG, New York Branch entered into Amendment No. 1 (the Amendment) to the Third Amended and Restated Series 2012-VF3 Indenture Supplement, dated as of August 28, 2015, to the Sixth Amended and Restated Indenture, dated as of January 17, 2014, as amended by Amendment No. 1, dated as of May 5, 2015. A copy of the Amendment is attached to this Current Report on Form 8-K (the Current Report) as Exhibit 4.1 and is incorporated by reference herein.

The Amendment provides that, for purposes of the Series 2012-VF3 Notes issued by HSART, the advance rates in respect of the receivables securing the Series 2012-VF3 Notes will equal 0% if the maximum capacity of the Series 2012-VF3 variable funding notes (the Maximum VFN Principal Balance) is equal to zero. The effect of Amendment is to cause the failure of the facility's collateralization requirement (the Collateral Test) if any outstanding principal balance on the Series 2012-VF3 Notes remains after the Maximum VFN Principal Balance is reduced to zero. The failure of the Collateral Test on certain testing dates will result in an event of default in respect of all notes issued by HSART.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

Exhibit

Number

Description

4.1	Amendment No. 1, dated as of October 16, 2015, to Series 2012-VF3 Third Amended and Restated Indenture Supplement, by and among HLSS Servicer Advance Receivables Trust, as issuer, Deutsche Bank National Trust Company, as indenture trustee, calculation agent, paying agent and securities intermediary, HLSS Holdings, LLC, as administrator and as servicer, Ocwen Loan Servicing, LLC, as subservicer and as servicer, New Residential Investment Corp. and Credit Suisse AG, New York Branch, dated as of August 28, 2015, to the Sixth Amended and Restated Indenture, dated as of January 17, 2014, as amended by Amendment No. 1, dated as of May 5, 2015.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEW RESIDENTIAL INVESTMENT CORP.  
(Registrant)

/s/ Nicola Santoro, Jr.  
Nicola Santoro, Jr.  
Chief Financial Officer  
Date: October 22, 2015

EXHIBIT INDEX

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