

Nierenberg Michael  
 Form 4  
 June 26, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nierenberg Michael

2. Issuer Name and Ticker or Trading Symbol  
 New Residential Investment Corp.  
 [NRZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1345 AVENUE OF THE AMERICAS, 45TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/26/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

NEW YORK, NY 10105

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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, par value \$0.01 per share	06/26/2018		M		1,150,000	A	\$ 14.75
Common Stock, par value \$0.01 per share	06/26/2018		M		558,708	A	\$ 15.38
	06/26/2018		F <sup>(1)</sup>		1,369,531	D	
							2,085,352
							2,644,060
							1,274,529

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Common Stock, par value \$0.01 per share					\$	18.66		
Common Stock, par value \$0.01 per share	06/26/2018	S <sup>(2)</sup>	339,177	D	\$ 18.3	935,352	D	
Common Stock, par value \$0.01 per share						24,400	I	Custodian for son
Common Stock, par value \$0.01 per share						23,850	I	Custodian for daughter

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 14.75	06/26/2018		M	1,150,000	(3)(4) 04/13/2025(5)	Common Stock, par value \$0.01 per share 1,150,000
Stock Option (right to buy)	\$ 15.38	06/26/2018		M	558,708	(3)(4) 06/15/2025(5)	Common Stock, par value \$0.01 per share 558,708

