

BARCLAYS PLC

Form 4

March 02, 2018

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARCLAYS PLC

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DITECH HOLDING Corp [DHCP]

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

02/15/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/15/2018		S	7	D \$ 9.02 572,951 ⁽¹⁾	I	by Barclays Capital Inc.
Common Stock	02/16/2018		S	8,934	D \$ 10.2 572,951 ⁽¹⁾	I	by Barclays Capital Inc.
Common Stock	02/20/2018		S	100	D \$ 10.18 572,951 ⁽¹⁾	I	by Barclays Capital Inc.

Common Stock	02/22/2018	S	25,000	D	\$ 10	572,951 ⁽¹⁾	I	by Barclays Capital Inc.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARCLAYS PLC 1 CHURCHILL PLACE LONDON, X0 E14 5HP	X

Signatures

/s/ David Henderson, Head of TTRO	03/02/2018
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 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

As of February 15, 2018, the Reporting Persons beneficially owned 572,951 shares of common stock of Ditech Holding Corporation

(1) (includes 375,630 shares of common stock that may be received by the Reporting Person from the exercise of 2,591 shares of Convertible Preferred Stock). Ownership information after each reported transaction is not reasonably available to the Reporting Persons.

Remarks:

(a) Name of Person Filing:

- (1) Barclays PLC
- (2) Barclays Capital Inc. (controlled by Barclays PLC)

(b) Address of Principal Business Office or, if none, Residence:

(1) Barclays PLC
1 Churchill Place,
London, E14 5HP, England

(2) Barclays Capital Inc
745 Seventh Avenue
New York, New York 10019
United States

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