
Section 1: 8-K (8-K)

**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): April 12, 2019

New Residential Investment Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35777

(Commission File Number)

45-3449660

(IRS Employer Identification No.)

1345 Avenue of the Americas, 45th 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 12, 2019, the Board of Directors (the “Board”) of New Residential Investment Corp. (the “Company”) increased the size of the Board to eight (8) members and appointed Pamela F. Lenehan as an independent director of the Company. Ms. Lenehan will serve as a Class I Director with a term expiring at the 2020 annual meeting of the stockholders of the Company. The Board also appointed Ms. Lenehan as a member of the Audit Committee of the Board.

As of the date of the appointment, Ms. Lenehan has not entered into or proposed to enter into any transactions required to be reported under Item 404(a) of Regulation S-K.

Ms. Lenehan will receive the standard annual Board compensation for non-employee directors for 2019 (prorated based on the date of her appointment). Standard annual Board compensation for 2019 is comprised of the fees described in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission on April 11, 2019. As a new non-employee director, and as part of the Company’s standard Board compensation, Ms. Lenehan is also expected to receive a one-time grant of fully-vested options relating to 1,000 shares of Common Stock under the Company’s Nonqualified Stock Option and Incentive Award Plan, with an exercise price equal to the fair market value of Common Stock on the date of grant. These options will be settled in an amount of cash equal to the excess of the fair market value of a share of Common Stock on the date of exercise over the fair market value on the date of grant, unless advance approval is made to settle in shares.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit Number	Description
99.1	Press release, dated April 15, 2019, issued by New Residential Investment Corp.

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: April 15, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



Investor Relations
(212) 479-3150

New Residential Investment Corp. Appoints Pamela F. Lenehan to Board of Directors

- Addition of Pamela F. Lenehan to the Board of Directors adds further depth to the Board's technology, corporate advisory, strategic planning and public board experience
- Ms. Lenehan will be a member of the Board's Audit Committee

NEW YORK – (BUSINESS WIRE) – April 15, 2019 – New Residential Investment Corp. (NYSE: NRZ, “New Residential” or the “Company”) announced today that the Board of Directors of the Company (the “Board”) has elected Pamela F. Lenehan, a senior executive with deep experience in technology, corporate advisory, strategic planning and public board environments, as an independent member of the Board, effective as of April 12, 2019. With the addition of Ms. Lenehan, New Residential’s Board composition now consists of eight members.

“We are extremely pleased to announce Pam as a new member of our Board of Directors,” said Michael Nierenberg, Chairman, Chief Executive Officer and President. “Pam’s knowledge and experience around technology, financial services and public boards will be valuable assets to our Board, management and New Residential’s overall long-term strategy. We look forward to the insight and leadership that she will add to our Board as we continue to successfully operate and expand our footprint.”

Background on Pamela F. Lenehan

Ms. Lenehan is currently President of Ridge Hill Consulting, a strategy and financial consulting firm. During her career, Ms. Lenehan was Senior Vice President, Corporate Development and Treasurer at Oak Industries and Chief Financial Officer of Convergent Networks. Prior to those roles, Ms. Lenehan was also a Managing Director in Investment Banking at Credit Suisse, focused on mergers and acquisitions and equity and debt financing for public and private technology companies. In addition to her previous roles, Ms. Lenehan has extensive experience as a public company director, having served on five public boards over the course of her career.

Outside of her public board experience, Ms. Lenehan has been involved in other organizations focused on gender diversity, education and corporate governance. These include her role as member of the Board of Directors of the Center for Women & Enterprise, Co-Chair of the Boston Chapter of Women Corporate Directors, membership on the Board of National Association of Corporate Director’s New England chapter and membership on the advisory board of the American College of Corporate Directors, a national public company director education and credentialing organization.

ABOUT NEW RESIDENTIAL

New Residential focuses on opportunistically investing in, and actively managing, investments principally related to residential real estate. The Company primarily targets investments in mortgage servicing related assets and other related opportunistic investments. New Residential is organized and conducts its operations to qualify as a real estate investment trust (“REIT”) for federal income tax purposes. The Company is managed by an affiliate of Fortress Investment Group LLC, a global investment management firm.

New Residential Investment Corp.
Investor Relations, 212-479-3150

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