

New Residential Investment Corp.  
Form 8-K  
August 22, 2014

**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): August 21, 2014**

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

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

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**001-35777**  
**(Commission**  
**File Number)**

**45-3449660**  
**(IRS Employer**  
**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 8.01. Other Events.**

On August 21, 2014, New Residential Investment Corp. (the Company) filed with the Securities and Exchange Commission a prospectus supplement (the Prospectus Supplement) to the prospectus dated May 16, 2014 included in the Company's automatic shelf registration statement on Form S-3ASR (No. 333-196060). The Prospectus Supplement was filed for the purpose of registering the issuance of securities pursuant to the New Residential Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the Plan) or in connection with resales from time to time by certain individuals who are eligible to receive such securities (collectively, the Selling Stockholders).

Specifically, the Prospectus Supplement registers: (i) 29,930,146 shares of the Company's common stock, par value \$0.01 per share (Common Stock) available as of the date hereof for issuance under the Plan, and (ii) 175,000 shares of the Company's Common Stock that would be issued upon the exercise of outstanding options granted under the Plan. The Company will receive the exercise or purchase price of certain stock-based awards under the Plan if and when such awards are exercised or purchased for cash. The Company will not receive any proceeds if the stock-based awards are exercised on a cashless basis.

In addition, the Prospectus Supplement registers 2,822,130 shares of Common Stock that may be offered for resale from time to time by the Selling Stockholders to whom the shares (i) have been or may be issued under the Plan (including, without limitation, in connection with the exercise of options) or (ii) would be issued upon the exercise of options granted in connection with the spin-off of the Company from Newcastle Investment Corp. on May 15, 2013. The Company will not receive any proceeds from the sale of its Common Stock by such Selling Stockholders.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Skadden, Arps, Slate, Meagher & Flom LLP, regarding the legality of the securities being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)

**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/ Susan Givens  
Susan Givens  
Chief Financial Officer

Date: August 21, 2014

**EXHIBIT INDEX**

Exhibit Number	Exhibit
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)