

New Residential Investment Corp.  
 Form 4  
 August 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 EDENS WESLEY R

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/22/2014

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

(Street)  
 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	08/22/2014		S		134,800	D	\$ 6.2963 (1)	0	I	Fortress Partners Securities LLC (2)
Common Stock	08/22/2014		S		56,800	D	\$ 6.2963 (1)	0	I	Fortress Partners Offshore Securities LLC (2)
Common Stock								1,037,091	I	Fortress Operating

Common Stock 2,183,215 D

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

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SEC 1474 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X			

## Signatures

/s/ Cameron MacDougall, his attorney-in-fact 08/26/2014

\_\_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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.28 to \$6.35, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

## Edgar Filing: New Residential Investment Corp. - Form 4

- Mr. Edens may be deemed to be the beneficial owner of these shares by virtue of his relationship with Fortress Partners Securities LLC or
- (2) Fortress Partners Offshore Securities LLC, as applicable. Mr. Edens disclaims beneficial ownership of these shares to the extent of his pecuniary interest therein.

- These shares are owned by FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC. Mr. Edens is a principal and co-chairman of the board of directors of, and owns approximately 14.5% of, Fortress Investment Group LLC. By virtue of his
- (3) relationship to Fortress Investment Group LLC and certain of its affiliates, Mr. Edens may have pecuniary interest in shares beneficially owned by FOE I. Mr. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.

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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