

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>First Pacific Advisors, LP</u><br><br>(Last) (First) (Middle)<br><u>11601 WILSHIRE BLVD.</u><br><u>SUITE 1200</u><br><br>(Street)<br><u>LOS ANGELES CA 90025</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DITECH HOLDING Corp [ DHCP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/30/2018</u>              |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock                    | 10/30/2018                           |  | S                              |   | 204   | D          | \$1.22                  | 54,772  | I  | See Footnotes <sup>(1)(2)</sup>                       |
| Common Stock                    | 10/31/2018                           |  | S                              |   | 15,166  | D          | \$1.5262 <sup>(3)</sup> | 39,606  | I  | See Footnotes <sup>(1)(2)</sup>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 9,273   | I  | See Footnotes <sup>(4)(5)</sup>                       |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>First Pacific Advisors, LP</u><br><br>(Last) (First) (Middle)<br><u>11601 WILSHIRE BLVD.</u><br><u>SUITE 1200</u><br><br>(Street)<br><u>LOS ANGELES CA 90025</u><br><br>(City) (State) (Zip) |
|---|

1. Name and Address of Reporting Person \*

[FPA FUNDS TRUST](#)

(Last) (First) (Middle)  
[11601 WILSHIRE BLVD.](#)  
[SUITE 1200](#)

(Street)  
[LOS ANGELES](#) [CA](#) [90025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[ATWOOD J RICHARD](#)

(Last) (First) (Middle)  
[11601 WILSHIRE BLVD.](#)  
[SUITE 1200](#)

(Street)  
[LOS ANGELES](#) [CA](#) [90025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[ROMICK STEVEN T](#)

(Last) (First) (Middle)  
[11601 WILSHIRE BLVD.](#)  
[SUITE 1200](#)

(Street)  
[LOS ANGELES](#) [CA](#) [90025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Selmo Brian A.](#)

(Last) (First) (Middle)  
[11601 WILSHIRE BLVD.](#)  
[SUITE 1200](#)

(Street)  
[LOS ANGELES](#) [CA](#) [90025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Landecker Mark](#)

(Last) (First) (Middle)  
[11601 WILSHIRE BLVD.](#)  
[SUITE 1200](#)

(Street)  
[LOS ANGELES](#) [CA](#) [90025](#)

(City) (State) (Zip)

Explanation of Responses:

1. Securities of Ditech Holding Corporation (the "Issuer") held directly by FPA Crescent Fund, a series of FPA Funds Trust ("FPA Crescent Fund"). First Pacific Advisors, LP ("FPA") is the investment advisor of FPA Crescent Fund and may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Crescent Fund. In addition, Mr. J. Richard Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Crescent Fund as a director and officer of the general partner of FPA. Mr. Steven T. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Crescent Fund as a Portfolio Manager of FPA Crescent Fund and a director and officer of the general partner of FPA. Messrs. Brian A.

2. (Continued from Footnote 1) Selmo and Mark Landecker may be deemed to share voting and/or investment power over securities of the Issuer held by FPA Crescent Fund as Portfolio Managers of FPA Crescent Fund. FPA only receives an asset-based management fee for serving as investment adviser to FPA Crescent Fund and therefore does not have any pecuniary interest in the securities of the Issuer held by FPA Crescent Fund.

3. The sale price for the common stock of the Issuer reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.285 to \$1.935, inclusive. The reporting persons undertake 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 sold at each separate price within the range set forth in this footnote.

4. Securities of the Issuer held directly by FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC ("FPA Value Partners"). FPA serves as manager of and investment adviser to FPA Value Partners. FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Value Partners as the investment adviser to and manager of FPA Value Partners. In addition, Mr. Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Value Partners as a director and officer of the general partner of FPA. Mr. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Value Partners as a director and officer of the general partner of FPA. Mr. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Value Partners as Portfolio Manager of such fund. FPA and Messrs.

5. (Continued from Footnote 4) Atwood, Romick and Selmo may be deemed to have a pecuniary interest in a portion of the securities held directly by FPA Value Partners due to FPA's right to receive performance-based allocations. In addition, Messrs. Romick and Selmo may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Value Partners due to their respective ownership interests in such fund. Each of FPA and Messrs. Atwood, Romick and Selmo disclaims beneficial ownership of securities of the Issuer held directly by FPA Value Partners except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of FPA or Messrs. Atwood, Romick or Selmo is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

#### Remarks:

First Pacific Advisors, LP ("FPA") may be deemed to exercise voting and/or investment power over securities of Ditech Holding Corporation (the "Issuer") that are held directly by certain unaffiliated separately managed accounts (the "Managed Accounts") as FPA serves as investment adviser to such Managed Accounts. FPA only receives an asset-based management fee for serving as investment adviser to such Managed Accounts and therefore does not have any pecuniary interest in the securities of the Issuer held directly by such Managed Accounts. In addition, Messrs. J. Richard Atwood, Steven T. Romick, Brian A. Selmo and Mark Landecker do not have a pecuniary interest in the securities held by the Managed Accounts.

|                                    |                   |
|------------------------------------|-------------------|
| <u>FIRST PACIFIC ADVISORS,</u>     |                   |
| <u>LP, Name: /s/ J. Richard</u>    | <u>11/01/2018</u> |
| <u>Atwood, Title: Director of</u>  |                   |
| <u>General Partner</u>             |                   |
| <u>FPA CRESCENT FUND, A</u>        |                   |
| <u>SERIES OF FPA FUNDS</u>         | <u>11/01/2018</u> |
| <u>TRUST, Name: /s/ J. Richard</u> |                   |
| <u>Atwood, Title: President</u>    |                   |
| <u>J. RICHARD ATWOOD,</u>          | <u>11/01/2018</u> |
| <u>Name: /s/ J. Richard Atwood</u> |                   |
| <u>STEVEN T. ROMICK, Name:</u>     | <u>11/01/2018</u> |
| <u>/s/ Steven T. Romick</u>        |                   |
| <u>BRIAN A. SELMO, Name: /s/</u>   | <u>11/01/2018</u> |
| <u>Brian A. Selmo</u>              |                   |
| <u>MARK LANDECKER, Name:</u>       | <u>11/01/2018</u> |
| <u>/s/ Mark Landecker</u>          |                   |
| ** Signature of Reporting Person   | Date              |

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

\* 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).

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

**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 Number.**

Form 4 Joint Filer Information

Name: FPA Crescent Fund, a series of FPA  
Funds Trust

Address: 11601 Wilshire Blvd.  
Suite 1200  
Los Angeles, CA 90025

Date of Event Requiring Statement: 10/30/18

Name: J. Richard Atwood

Address: 11601 Wilshire Blvd.  
Suite 1200  
Los Angeles, CA 90025

Date of Event Requiring Statement: 10/30/18

Name: Steven T. Romick

Address: 11601 Wilshire Blvd.  
Suite 1200  
Los Angeles, CA 90025

Date of Event Requiring Statement: 10/30/18

Name: Brian A. Selmo

Address: 11601 Wilshire Blvd.  
Suite 1200  
Los Angeles, CA 90025

Date of Event Requiring Statement: 10/30/18

Name: Mark Landecker

Address: 11601 Wilshire Blvd.  
Suite 1200  
Los Angeles, CA 90025

Date of Event Requiring Statement: 10/30/18