

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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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**

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

<b>1. Name and Address of Reporting Person*</b> <u>Lion Point Capital, LP</u>  (Last) (First) (Middle) <u>250 WEST 55TH STREET</u> <u>33RD FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>DITECH HOLDING Corp [ DHCP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/17/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			

**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				
Mandatorily Convertible Preferred Stock	\$8.6975	12/17/2018		P		28,395		07/23/2018	(3)	Common Stock, par value \$0.01 per share	3,264,715	\$1.15	36,946	D <sup>(1)(2)</sup>	
Mandatorily Convertible Preferred Stock	\$8.6975	12/18/2018		P		360		07/23/2018	(3)	Common Stock, par value \$0.01 per share	41,391	\$1.11	37,306	D <sup>(1)(2)</sup>	

**Explanation of Responses:**

1. These equity securities are owned (x) directly by Lion Point Master, LP, a Cayman Islands exempted limited partnership ("Lion Point Master") and (y) indirectly by (i) Lion Point Capital GP, LLC, a Delaware limited liability company ("Lion Point Capital GP"), as the general partner of Lion Point Master, (ii) Lion Point Capital, LP, a Delaware limited partnership ("Lion Point Capital"), as the investment manager of Lion Point Master, (iii) Lion Point Holdings GP, LLC, a Delaware limited liability company ("Lion Point Holdings GP"), as the general partner of Lion Point Capital, (iv) Didric Cederholm, as Founding Partner and Chief Investment Officer of each of Lion Point Capital GP and Lion Point Capital and the Managing Member of Lion Point Holdings GP, and (v) Jim Freeman, as Founding Partner and Chief Investment Officer of each of Lion Point Capital GP and Lion Point Capital and a Managing Member of Lion Point Holdings GP.

2. This Form 4 is being filed jointly by: (i) Lion Point Master, with respect to the Shares directly and beneficially owned by it; (ii) Lion Point Capital GP, as the general partner of Lion Point Master; (iii) Lion Point Capital, as the investment manager of Lion Point Master; (iv) Lion Point Holdings GP, as the general partner of Lion Point Capital; (v) Didric Cederholm, as Founding Partner and Chief Investment Officer of each of Lion Point Capital GP and Lion Point Capital and a Managing Member of Lion Point Holdings GP; and (vi) Jim Freeman, as Founding Partner and Chief Investment Officer of each of Lion Point Capital GP and Lion Point Capital and a Managing Member of Lion Point Holdings GP.

3. The Mandatorily Convertible Preferred Stock is mandatorily convertible at the earliest of (a) February 9, 2023, (b) any time following one year after the Effective Date, upon which the volume weighted average price of the Shares exceeds 150% of the conversion price per share for at least 45 trading days in a 60 consecutive trading day period, including each of the last 20 days in such 60 consecutive trading day period, and (c) a change of control transaction in which the consideration paid or payable per Share is greater than or equal to \$8.6975.

/s/ Didric Cederholm,  
Managing Member of Lion  
Point Master, LP by Lion 12/19/2018  
Point Capital GP, LLC,  
General Partner  
/s/ Didric Cederholm,  
Managing Member of Lion 12/19/2018  
Point Capital GP, LLC  
/s/ Didric Cederholm,  
Managing Member of Lion  
Point Capital LP, by Lion 12/19/2018  
Point Holdings GP, LLC,  
General Partner

<u>/s/ Didric Cederholm,</u> <u>Managing Member of Lion</u> <u>Point Holdings GP, LLC</u>	<u>12/19/2018</u>
<u>/s/ Didric Cederholm</u>	<u>12/19/2018</u>
<u>/s/ Jim Freeman</u>	<u>12/19/2018</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.**