

NEW CENTURY FINANCIAL CORP
Form 424B5
June 17, 2005
Table of Contents

Filed Pursuant to Rule 424(b)(5)

Registration File No. 333-124348

PROSPECTUS SUPPLEMENT

(To Prospectus Dated May 6, 2005)

4,200,000 Shares

9.125% Series A Cumulative Redeemable Preferred Stock

(Liquidation Preference \$25.00 Per Share)

New Century Financial Corporation is offering 4,200,000 shares of its 9.125% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, referred to herein as our Series A Preferred Stock. We will pay to investors cumulative dividends on our Series A Preferred Stock from the date of original issuance in the amount of \$2.28125 per share each year, which is equivalent to 9.125% of the \$25.00 liquidation preference per share. Dividends on the shares of our Series A Preferred Stock offered hereby will be payable quarterly in arrears on or before March 31, June 30, September 30 and December 31 of each year, beginning on September 30, 2005. The first dividend, which will be payable on September 30, 2005, will be for more than a full quarter. The shares of our Series A Preferred Stock do not have a stated maturity and will not be subject to any sinking fund or mandatory redemption. Holders of shares of our Series A Preferred Stock will generally have no voting rights, but will have limited voting rights if we fail to pay dividends for six or more quarters and in certain other events. Our Series A Preferred Stock will not be convertible into or exchangeable for any other property or securities of our company.

We began operating our business as a real estate investment trust, or REIT, in the fourth quarter of 2004. In order to enable us to remain qualified as a REIT for federal income tax purposes, our charter provides that no person may acquire or hold, directly or indirectly, more than 9.8% of the lesser of the aggregate number or the aggregate value of the outstanding shares of any class or series of our capital stock, including our Series A Preferred Stock, with some exceptions. See [Description of Capital Stock](#) [Transfer Restrictions](#) in the accompanying prospectus.

We may not redeem our Series A Preferred Stock prior to June 21, 2010, except in limited circumstances to preserve our status as a REIT. On or after June 21, 2010, we may, at our option, redeem our Series A Preferred Stock, in whole or in part, at any time and from time to time, for cash at \$25.00 per share, plus an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the redemption date. Any partial redemption will generally be on a pro rata basis.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

No market currently exists for our Series A Preferred Stock. We have applied to list our Series A Preferred Stock on the New York Stock Exchange, or NYSE, under the symbol NEW PrA. We expect that trading on the NYSE will commence within 30 days after the initial delivery of our Series A Preferred Stock. Our common stock currently trades on the NYSE under the symbol NEW.

Investing in our Series A Preferred Stock involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and page 5 of the accompanying prospectus for a discussion of the risks relevant to an investment in our company.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price(1)	\$ 25.0000	\$ 105,000,000
Underwriting discounts and commissions	\$ 0.7875	\$ 3,307,500
Proceeds, before expenses, to us	\$ 24.2125	\$ 101,692,500

(1) Plus accrued dividends, if any, from the date of original issue.

The underwriters have an option to purchase from us up to an additional 630,000 shares of our Series A Preferred Stock to cover overallotments, if any.

The underwriters expect that the shares of our Series A Preferred Stock will be ready for delivery in book-entry form through The Depository Trust Company on or about June 21, 2005.

Bear, Stearns & Co. Inc.

**Deutsche Bank Securities Piper Jaffray Stifel, Nicolaus & Company,
Incorporated**

JMP Securities Roth Capital Partners

The date of this prospectus supplement is June 15, 2005.

Table of Contents

You should rely only on the information included in or incorporated by reference into this document. We have not authorized anyone to provide you with information that is different. This document may be used only where it is legal to sell these securities. This document is not an offer to sell, or a solicitation of an offer to buy, in any state where the offer or sale is prohibited. The information in this document is accurate on the date of this document and may become obsolete later. Neither the delivery of this document, nor any sale made under this document, will, under any circumstances, imply that the information in this document is correct as of any date after the date of this prospectus supplement. Unless the context suggests otherwise, the terms New Century, our company, ourselves, we, us refer to New Century Financial Corporation and its subsidiaries, including its wholly-owned subsidiary, New Century TRS. New Century TRS refers to New Century TRS Holdings, Inc., one of our wholly-owned taxable REIT subsidiaries, and its subsidiaries, except where the context suggests otherwise.

TABLE OF CONTENTS

Prospectus Supplement	Page
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	ii
<u>SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS</u>	iii
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>THE OFFERING</u>	S-3
<u>RISK FACTORS</u>	S-6
<u>USE OF PROCEEDS</u>	S-9
<u>CAPITALIZATION</u>	S-10
<u>RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS</u>	S-11
<u>SELECTED FINANCIAL DATA</u>	S-12
<u>DESCRIPTION OF OUR SERIES A PREFERRED STOCK</u>	S-14
<u>ADDITIONAL MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	S-22
<u>UNDERWRITING</u>	S-24
<u>LEGAL MATTERS</u>	S-26
<u>EXPERTS</u>	S-26
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT NEW CENTURY</u>	S-26
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	S-27
Prospectus	
<u>ABOUT THIS PROSPECTUS</u>	ii
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	5
<u>SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS</u>	25
<u>USE OF PROCEEDS</u>	27
<u>DESCRIPTION OF CAPITAL STOCK</u>	28
<u>DESCRIPTION OF PREFERRED STOCK</u>	32
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	38
<u>DESCRIPTION OF DEBT SECURITIES</u>	41
<u>DESCRIPTION OF WARRANTS</u>	47
<u>LEGAL OWNERSHIP OF SECURITIES</u>	51
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	54
<u>PLAN OF DISTRIBUTION</u>	75
<u>CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR CHARTER AND BYLAWS</u>	77
<u>LEGAL MATTERS</u>	81
<u>EXPERTS</u>	81
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT NEW CENTURY</u>	81
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	82

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

We have registered trademarks for Fast Qu[®], New Century Mortgage[®] and Home12[®], and we have a registered service mark for the New Century logo. All other brand names or trademarks appearing in this prospectus supplement are the property of their respective holders.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document contains two parts. The first part is this prospectus supplement, which describes the specific terms of our Series A Preferred Stock that we are offering and also adds to and updates information included in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information about securities we may offer from time to time, some of which does not apply to our Series A Preferred Stock. You should read this entire prospectus supplement, as well as the accompanying prospectus, and the documents incorporated by reference that are described under **Where You Can Find Additional Information About New Century** in each of this prospectus supplement and the accompanying prospectus.

To the extent any inconsistency or conflict exists between the information included in this prospectus supplement, on the one hand, and the information included in the accompanying prospectus or any document incorporated by reference therein, on the other hand, the information in this prospectus supplement will control. This prospectus supplement incorporates by reference important business and financial information about us that is not included or delivered in this prospectus supplement.

Table of Contents

SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements including the words believe, expect, will, anticipate, intend, may, estimate, project, plan, assume, seek to or other similar expressions. Forward-looking statements include these identifying words. Statements regarding the following subjects included or incorporated by reference in this prospectus supplement and the accompanying prospectus are forward-looking by their nature:

our business strategy, including our investment of capital to build a portfolio of mortgage assets;

our ability to manage risk, including credit risk;

our understanding of our competition;

market trends;

projected sources and uses of funds from operations;

potential liability with respect to legal proceedings;

potential effects of proposed legislation and regulatory action; and

those identified from time to time in our public filings with the Securities and Exchange Commission.

You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and are applicable only as of the date on the cover of this prospectus supplement or, in the case of forward-looking statements incorporated by reference, as of the date of the filing that includes the statement. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our stockholders. Such factors include, but are not limited to:

those identified under the Risk Factors section of this prospectus supplement and on page 5 of the accompanying prospectus;

those identified from time to time in our public filings with the Securities and Exchange Commission;

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

the negative impact of economic slowdowns or recessions;

the effect of changes in interest rates;

the condition of the secondary markets for our products;

our access to funding sources and our ability to renew, replace or add to our existing repurchase arrangements and existing credit facilities on terms comparable to the current terms;

the assumptions underlying our residual values and loan loss and repurchase allowances;

the impact of new state or federal legislation or court decisions on our operations;

the impact of new state or federal legislation or court decisions restricting the activities of lenders or suppliers of credit in our market;

iii

Table of Contents

- an increase in the prepayment speed or default rate of our borrowers;
- the effect of competition from finance and mortgage banking companies and from Internet-based lending companies;
- our ability to adequately hedge our residual values;
- our limited experience managing a REIT;
- the initiation of a margin call under our credit facilities;
- the ability of our servicing operations to maintain high performance standards;
- our ability to expand origination volume while maintaining low overhead;
- our ability to attract and retain qualified employees, including, in particular, our senior executives;
- our ability to adapt to and implement technological changes;
- the stability of residential property values;
- our ability to close our forward sale commitments;
- management's ability to manage our growth and planned expansion; and
- the outcome of litigation or regulatory actions pending against us.

We have no duty to, and do not intend to, update or revise the forward-looking statements in this prospectus supplement after the date of this prospectus supplement, even if subsequent events cause us to become aware of new risks or cause our expectations to change regarding the forward-looking matters discussed in this prospectus supplement. We have identified some of the important factors that could cause future events to differ from our current expectations and they are described in this prospectus supplement under the caption "Risk Factors" and on page 5 of the accompanying prospectus, which you should review carefully. Please consider our forward-looking statements in light of those risks as you read this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein.

This prospectus supplement and the accompanying prospectus include and incorporate by reference market data, industry statistics and other data that have been obtained from, or compiled from, information made available by third parties. We have not independently verified their data.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary includes basic information about us and this prospectus supplement. Because it is a summary, it does not include all of the information that you should consider before investing. You should carefully consider the factors set forth under Risk Factors beginning on page S-6 of this prospectus supplement and on page 5 of the accompanying prospectus before making an investment decision to purchase shares of our Series A Preferred Stock. Unless otherwise indicated, the information in this prospectus supplement assumes that the underwriters do not exercise the over-allotment option described in Underwriting.

Our Business

We are a real estate investment trust, or REIT, that, through our subsidiaries, operates one of the nation's largest subprime mortgage finance companies. We have been originating and purchasing subprime loans since 1996, and, in the fourth quarter of 2004 we began operating our business as a REIT. We will elect to be taxed as a REIT when we file our tax returns for 2004. In connection with our REIT conversion, we closed an offering of approximately \$770 million of our common stock, net of underwriting and other expenses. The net proceeds from the offering have been used primarily to build a portfolio of mortgage assets. We expect that our portfolio of mortgage assets will provide a relatively stable source of revenues and will contribute a significant portion of our earnings in 2005.

We originate and purchase primarily first mortgage products nationwide. We focus on lending to individuals whose borrowing needs are generally not fulfilled by traditional financial institutions because they do not satisfy the credit, documentation or other underwriting standards prescribed by conventional mortgage lenders and loan buyers. We originate and purchase loans on the basis of the borrower's ability to repay the mortgage loan, the borrower's historical pattern of debt repayment and the amount of equity in the borrower's property, as measured by the borrower's loan-to-value ratio, or LTV. We believe we have developed a comprehensive and sophisticated process of credit evaluation and risk-based pricing that allows us to effectively manage the potentially higher credit risks associated with this segment of the mortgage industry.

We have historically sold our loans through both whole loan sales and securitizations. Until 2003, we typically structured these securitizations as sales. Since 2003, we have retained a portion of our loan production for investment on our balance sheet through securitizations structured as financings rather than sales. For 2005, we expect to retain between 20% and 25% of our total loan production for investment on our balance sheet. However, we also expect that the substantial majority of these investments will occur during the first six months of 2005, and the substantial majority of our whole loan sales will occur during the second half of 2005. Whole loan sales produce greater current period earnings relative to investments in securitizations, which recognize income over time. Given the anticipated timing of our investments in securitizations, we expect that our reported earnings in the second half of 2005 will be meaningfully in excess of our reported earnings in the first half of 2005.

We converted to a REIT in 2004 because we believe that the REIT structure provides the most tax-efficient way to hold mortgage loans on our balance sheet. We expect that we will continue to increase the size of our on-balance sheet mortgage loan portfolio, producing more diverse revenues across a variety of interest rate environments. We intend to evaluate, from time to time, whether we should engage in various capital raising activities, which may include offerings of debt, preferred stock, common stock or equity-linked securities.

We are a Maryland corporation formed to continue the business of New Century TRS. Since October 1, 2004, shares of New Century common stock have been listed on the NYSE under the symbol NEW. Our principal executive offices are located at 18400 Von Karman Avenue, Suite 1000, Irvine, California 92612, our telephone number at that location is (949) 440-7030 and our Web site is www.ncen.com. Information contained on our Web site does not constitute a part of this prospectus supplement.

Table of Contents

Recent Developments

On May 27, 2005, we announced that Home123 Corporation, one of our wholly-owned subsidiaries, will purchase certain assets and assume certain related liabilities of U.S.-based RBC Mortgage Company, or RBCM. The acquired assets will consist primarily of the mortgage origination platform of RBCM, including approximately 135 branches nationwide. RBCM originates residential mortgage loans, consisting primarily of Alt-A, jumbo and conforming mortgages, as well as home equity lines of credit. In 2004, RBCM originated approximately \$17 billion in mortgage loans. We expect that the acquisition will expand the depth and breadth of our mortgage product offerings, expand our retail presence on a nationwide basis and expand our channels of distribution, including into the realtor and builder channels. RBCM's originations are more heavily weighted towards purchase financing, as opposed to refinancing transactions. The closing is expected to occur in the third quarter of 2005, subject to customary closing conditions and regulatory approvals. While we expect the transaction to be slightly dilutive to our earnings per share in 2005, we expect the transaction to be accretive to our earnings per share for the first 12 months following the acquisition.

S-2

Table of Contents

THE OFFERING

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of our Series A Preferred Stock, see Description of Our Series A Preferred Stock in this prospectus supplement.

Issuer	New Century Financial Corporation.
Securities Offered	4,200,000 shares of our 9.125% Series A Cumulative Redeemable Preferred Stock (4,830,000 shares if the underwriters' overallotment option is exercised in full).
Dividends	Investors will be entitled to receive cumulative cash dividends on our Series A Preferred Stock from the date of original issuance in the amount of \$2.28125 per share each year, which is equivalent to 9.125% of the \$25.00 liquidation preference per share. Beginning on September 30, 2005, dividends on our Series A Preferred Stock will be payable quarterly in arrears on March 31, June 30, September 30 and December 31 of each year, or if not a business day, the prior preceding business day. Dividends paid to investors on our Series A Preferred Stock will be cumulative from the date of original issuance. The first dividend, which will be payable on September 30, 2005, will be for more than a full quarter.
Liquidation Preference	If we liquidate, dissolve or wind up, holders of our Series A Preferred Stock will have the right to receive the sum of (a) a liquidation preference of \$25.00 per share, (b) the applicable premium per share (expressed in dollar amount) as set forth in the table on page S-16 of this prospectus supplement and (c) an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the date fixed for payment, without interest, before any payments are made to the holders of our common stock or to the holders of equity securities the terms of which provide that such equity securities will rank junior to our Series A Preferred Stock. The rights of the holders of our Series A Preferred Stock to receive their liquidation distribution will be subject to the proportionate rights of any other series or class of our capital stock ranking on a parity with our Series A Preferred Stock as to liquidation.
Maturity	Our Series A Preferred Stock has no maturity date and we are not required to redeem our Series A Preferred Stock. Accordingly, our Series A Preferred Stock will remain outstanding indefinitely, unless we decide to redeem it.
Optional Redemption	We may not redeem our Series A Preferred Stock prior to June 21, 2010, except in limited circumstances to preserve our status as a REIT. On or after June 21, 2010, we may, at our option, redeem shares of our Series A Preferred Stock, in whole or in part, at any time and from time to time, for cash at \$25.00 per share, plus an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the redemption date.

Table of Contents

Ranking	Our Series A Preferred Stock will rank senior to our common stock and any other class or series of our equity securities the terms of which provide that those equity securities are junior to our Series A Preferred Stock.
Limited Voting Rights	Holder of our Series A Preferred Stock generally have no voting rights. However, if we are in arrears on dividends on our Series A Preferred Stock for six or more quarterly periods, whether or not consecutive, holders of our Series A Preferred Stock (voting separately as a class with all other classes or series of our equity securities ranking in parity with our Series A Preferred Stock with respect to dividend rights upon which like voting rights have been conferred and are exercisable) will be entitled to vote to elect two additional directors to serve on our board of directors, until all dividends accumulated for all past dividend periods with respect to our Series A Preferred Stock have been paid or declared and a sum sufficient for the payment of such dividends set aside for payment. In addition, we will not be permitted under the terms of our Series A Preferred Stock to create a class or series of capital stock ranking senior to our Series A Preferred Stock, and we may not make certain material adverse changes to the terms of our Series A Preferred Stock, in each case without the affirmative vote of the holders of at least two-thirds of the outstanding shares of our Series A Preferred Stock. See Description of Our Series A Preferred Stock Limited Voting Rights on page S-18 of this prospectus supplement.
Listing	We have applied to list our Series A Preferred Stock on the NYSE under the symbol NEW PrA. We expect that trading on the NYSE will commence within 30 days after the initial delivery of our Series A Preferred Stock.
Settlement Date	Delivery of the shares of our Series A Preferred Stock will be made against payment therefore on or about June 21, 2005.
Form	Our Series A Preferred Stock will be maintained in book-entry form registered in the name of the nominee of The Depository Trust Company, or DTC, except under limited circumstances.
No Conversion	Our Series A Preferred Stock is not convertible into or exchangeable for any of our property or securities.
Further Issuances	We may from time to time, without the consent of the holders of our Series A Preferred Stock, issue additional shares of our Series A Preferred Stock, having the same ranking and liquidation preference and other terms as our Series A Preferred Stock except for the issue price and issue date. See Description of Our Series A Preferred Stock Further Issuances on page S-14 of this prospectus supplement.

Table of Contents

Restrictions on Ownership	In order to enable us to remain qualified as a REIT for federal income tax purposes, our charter provides that no person may acquire or hold, directly or indirectly, more than 9.8% of the lesser of the aggregate number or the aggregate value of the outstanding shares of any class or series of our capital stock, including our Series A Preferred Stock, with some exceptions. See Description of Capital Stock Transfer Restrictions in the accompanying prospectus.
Use of Proceeds	The net proceeds from this offering will be approximately \$101,542,500 (approximately \$116,796,375 if the underwriters' overallotment option is exercised in full). We intend to use the net proceeds for general corporate purposes, including investments in our on-balance sheet portfolio of mortgage assets.
Risk Factors	See Risk Factors below and beginning on page 5 of the accompanying prospectus, and the other information contained herein for a discussion of factors you should carefully consider before deciding to invest in our Series A Preferred Stock.
Ratio of Earnings to Combined Fixed	
Charges and Preferred Stock Dividends	See Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends on page S-11 of this prospectus supplement.

Table of Contents

RISK FACTORS

An investment in our Series A Preferred Stock involves a number of risks. Before making an investment decision to purchase our Series A Preferred Stock, you should carefully consider all of the risks described in this prospectus supplement and the risks described under "Risk Factors" beginning on page 5 of the accompanying prospectus, as well as the other information included in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. Our actual results could differ materially from those anticipated in the forward-looking statements contained in this prospectus supplement and in the accompanying prospectus as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus supplement, in the accompanying prospectus and in documents incorporated by reference into this prospectus supplement or the accompanying prospectus. The trading price of our securities could decline due to any of these risks, and you may lose all or part of your investment.

RISKS RELATED TO OUR BUSINESS

The following supplements the risk factors included in the accompanying prospectus beginning on page 5 under the heading "Risk Factors - Risks Related to Our Business" which discussion (to the extent not inconsistent with the following) is incorporated in its entirety in this prospectus supplement. The discussions included under the headings herein are intended to supplement, where applicable, the discussions included in the corresponding headings of the accompanying prospectus.

We may fail to complete the presently contemplated acquisition of the assets of RBCM and, even if we complete the acquisition, we may not realize all of the expected benefits and we may incur additional costs.

As described in "Prospectus Supplement Summary - Recent Developments," we have agreed to acquire certain assets and assume certain related liabilities of RBCM. The completion of this acquisition is subject to a number of conditions, and there is no assurance that all of the conditions to closing will be met and that the acquisition will be completed. Even if we complete the pending acquisition, we may not realize the anticipated benefits of this acquisition, including expanded depth and breadth of our mortgage product offerings, expanded retail presence on a nationwide basis and expanded channels of distribution, including into the realtor and builder channels. In addition, the costs associated with this acquisition may be higher than expected. Our costs related to the acquisition, including legal and accounting fees and certain fees payable to our financial advisors, must be paid even if the acquisition is not completed. In addition, the process of integrating an acquired business may result in operating difficulties and expenditures and may require significant management attention that would otherwise be available for ongoing development of our business.

Our hedging strategies may not be successful in mitigating our risks associated with interest rates.

We use various derivative financial instruments to provide a level of protection against interest rate risks, but no hedging strategy can protect us completely. When rates change, we expect to record a gain or loss on derivatives, which would be offset by an inverse change in the value of loans or residual interests. Our hedging activities may include entering into interest rate swaps, caps and floors, options to purchase these items, and futures and forward contracts. Currently, we intend to primarily use Euro Dollar futures contracts and interest rate swap agreements to manage the interest rate risk of our business; however, our actual hedging decisions will be determined in light of the facts and circumstances existing at the time and may differ from our currently anticipated hedging strategy. Under our current strategy, any significant decrease in interest rates could result in a significant margin call, which would require us to provide the counterparty with additional cash collateral. Any such margin call could harm our liquidity, results of operations, financial condition and business prospects.

We cannot assure you that our use of derivatives will offset the risks related to changes in interest rates. There have been periods, and it is likely that there will be periods in the future, during which we will incur losses after accounting for our derivative financial instruments. The derivative financial instruments we select may not have the effect of reducing our interest rate risk. In addition, the nature and timing of hedging transactions may influence the effectiveness of these strategies. Poorly designed strategies or improperly executed transactions

S-6

Table of Contents

could actually increase our risk and losses. In addition, hedging strategies involve transaction and other costs. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses, and that such losses could harm our results of operations, financial condition and business prospects.

We may be contractually prohibited from paying dividends.

Several of our credit agreements contain prohibitions against our payment of any dividend at any time when there is a default under those credit agreements. A default for this purpose includes a failure to comply with various covenants, including reporting obligations and other nonmonetary obligations, as well as financial conditions that may be beyond our control. A default for this purpose occurs as soon as the failure occurs, even if the credit agreement allows a period for curing the failure. If one of these defaults has occurred and is continuing on the day when a dividend is otherwise payable on our Series A Preferred Stock, we will be unable to pay the dividend unless the lenders on these credit agreements waive the prohibition, or until we cure the default. Failure to pay dividends could also jeopardize our continued qualification as a REIT.

RISKS RELATED TO OUR PREFERRED STOCK

Our Series A Preferred Stock is a new issuance and does not have an established trading market, which may negatively affect its market value and your ability to transfer or sell your shares; our Series A Preferred Stock has no stated maturity date.

The shares of our Series A Preferred Stock are a new issue of securities with no established trading market. Since the securities have no stated maturity date, investors seeking liquidity will be limited to selling their shares in the secondary market. We have applied to list our Series A Preferred Stock on the NYSE under the symbol NEW PrA. We expect that trading on the NYSE will commence within 30 days after the initial delivery of our Series A Preferred Stock. An active trading market on the NYSE for the shares of our Series A Preferred Stock, however, may not develop or, even if it develops, may not last, in which case the trading price of the shares of our Series A Preferred Stock could be adversely affected and your ability to transfer your shares of our Series A Preferred Stock will be limited. We have been advised by the underwriters that they intend to make a market in our Series A Preferred Stock, but they are not obligated to do so and may discontinue market-making at any time without notice.

Numerous factors affect the trading price of our Series A Preferred Stock.

If an active trading market for our Series A Preferred Stock does develop on the NYSE, the shares may trade at prices higher or lower than their initial offering price. The trading price of our Series A Preferred Stock may depend on many factors, including, but not limited to:

prevailing interest rates;

the market for similar securities;

additional issuances of other series or classes of preferred stock;

general economic conditions; and

our financial condition, performance and prospects.

Our Series A Preferred Stock is subordinated to existing and future debt.

Payment of amounts due on our Series A Preferred Stock will be subordinated to all of our existing and future debt and will be structurally subordinated to the payment of dividends on preferred stock, if any, issued by our subsidiaries. In addition, we may issue additional shares of our Series A Preferred Stock and/or shares of another class or series of preferred stock ranking on parity with our Series A Preferred Stock with respect to the

S-7

Table of Contents

payment of dividends and the distribution of assets upon liquidation, dissolution or winding up. These factors may affect the trading price of our Series A Preferred Stock.

Our Series A Preferred Stock may not be rated.

Our Series A Preferred Stock is not currently rated by any rating agency. No assurance can be given, however, that one or more rating agencies might not independently determine to issue such a rating or that such a rating, if issued, would not adversely affect the market price of our Series A Preferred Stock. In addition, we may elect in the future to obtain a rating of our Series A Preferred Stock, which could adversely impact the market price of our Series A Preferred Stock. Ratings only reflect the views of the rating agency or agencies issuing the ratings, and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of our Series A Preferred Stock.

Table of Contents

USE OF PROCEEDS

The net proceeds from this offering will be approximately \$101,542,500 (approximately \$116,796,375 if the underwriters' overallotment option is exercised in full) after deducting underwriting discounts and commissions and the estimated expenses of this offering payable by us. We intend to use the net proceeds of this offering for general corporate purposes, including investments in our on-balance sheet portfolio of mortgage assets.

We will need a significant amount of time to fully invest the net proceeds we receive from this offering and we may invest the net proceeds in temporary investments. We expect the temporary investments to provide a lower net return than we hope to achieve from our long-term intended use of the net proceeds we receive from this offering.

S-9

Table of Contents**CAPITALIZATION**

The following table sets forth:

our actual capitalization as of March 31, 2005; and

our capitalization as of March 31, 2005, as adjusted to give effect to the sale of 4,200,000 shares of our Series A Preferred Stock, plus accrued and undeclared dividends from the date of original issuance, if any, and the application of net proceeds of this offering as described under the heading Use of Proceeds.

You should read this table in conjunction with, and it is qualified in its entirety by, our unaudited condensed consolidated financial statements, which are incorporated by reference into this prospectus supplement.

	As of March 31, 2005	
	Actual	As Adjusted (Unaudited)
	(in thousands, except share amounts)	
Credit facilities on mortgage loans held for sale	\$ 3,651,181	\$ 3,651,181
Financing on mortgage loans held for investment, net	15,692,270	15,692,270
Accounts payable and accrued liabilities	381,349	381,349
Convertible senior notes, net	5,407	5,407
Notes payable	33,438	33,438
Total liabilities	19,763,645	19,763,645
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value. Authorized 10,000,000 shares		
No shares issued and outstanding at March 31, 2005, actual;		
4,200,000 shares issued and outstanding at March 31, 2005, as adjusted		42
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued and outstanding 55,609,497 at March 31, 2005	556	556
Additional paid-in capital	1,133,673	1,235,174
Accumulated other comprehensive income	71,137	71,137
Retained earnings, restricted	780,552	780,552
	1,985,918	2,087,461
Deferred compensation costs	(22,155)	(22,155)
Total stockholders' equity	1,963,763	2,065,306
Total liabilities and stockholders' equity	\$ 21,727,408	\$ 21,828,951

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

The table above excludes the following shares:

a total of 5,021,173 shares of our common stock issuable upon exercise of options outstanding on March 31, 2005 with a weighted-average exercise price of \$23.77 per share;

a total of 538,225 shares of our common stock available for awards under our stock incentive plans as of March 31, 2005; and

up to 161,582 shares of our common stock issuable as of March 31, 2005 upon the conversion of the 3.50% convertible senior notes of New Century TRS due 2008 (subject to adjustments under the terms of such notes).

S-10

Table of Contents**RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth our consolidated ratios of earnings to fixed charges for the periods shown:

	For the three months ended March 31, 2005	For the years ended December 31,				
		2004	2003	2002	2001	2000
(Unaudited)						
Ratio of earnings to fixed charges(1)	1.55	2.63	4.43	6.50	2.39	0.54
Ratio of earnings to combined fixed charges and preferred stock dividends	1.55	2.63	4.43	6.45	2.28	0.52

(1) Deficiencies in the year 2000 for the ratio of earnings to fixed charges and the ratio of earnings to combined fixed charges and preferred stock dividends were \$36,781,000 and \$39,681,000, respectively.

The ratios of earnings to fixed charges were computed by dividing earnings by fixed charges. The ratio of earnings to combined fixed charges and preferred stock dividends were computed by dividing earnings as adjusted by fixed charges and preferred stock dividends. The ratios for periods prior to October 1, 2004 include the historical amounts of New Century TRS. For this purpose, the earnings consist of (a) pre-tax income (loss) from continuing operations before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees plus (b) fixed charges. Fixed charges consist of interest expense and that portion of rental expense considered to be a reasonable estimate of the interest factor.

Table of Contents**SELECTED FINANCIAL DATA**

(Dollars in thousands, except per share data)

The following selected consolidated financial data set forth below has been derived from our audited financial statements for each of the fiscal years in the five-year period ended December 31, 2004. The financial data for the three months ended March 31, 2005 and 2004 has been derived from our unaudited condensed consolidated financial statements. The results of operations for the three months ended March 31, 2005 may not be indicative of results to be expected for any future period. The following selected financial data should be read in conjunction with the more detailed information contained in the financial statements and notes thereto for the fiscal year ended December 31, 2004 included in our Annual Report on Form 10-K, which is incorporated by reference into the accompanying prospectus. The following selected financial data should also be read in conjunction with the more detailed information contained in the financial statements and notes thereto and the

Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2005 and 2004 included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

	For the		For the years ended December 31,				
	three months						
	ended March 31,						
	2005	2004	2004	2003	2002	2001	2000
(Unaudited)							
Statement of Income Data:							
Interest income	\$ 331,071	\$ 153,128	\$ 898,647	\$ 353,691	\$ 154,054	\$ 99,062	\$ 117,219
Interest expense	(162,081)	(55,964)	(367,094)	(117,575)	(50,588)	(54,127)	(72,126)
Net interest income	168,990	97,164	531,553	236,116	103,466	44,935	45,093
Provision for losses on mortgage loans held for investment	(30,238)	(19,869)	(70,250)	(26,304)			
Net interest income after provision for losses	138,752	77,295	461,303	209,812	103,466	44,935	45,093
Other operating income:							
Gain on sales of loans	139,752	201,976	800,609	611,136	451,744	182,612	14,952
Servicing income	6,722	5,896	28,896	11,139	432	10,616	30,092
Other income	3,873		4,415		16	1,046	1,653
Total other operating income	150,347	207,872	833,920	622,275	452,192	194,274	46,697
Other operating expense	197,935	128,700	684,082	408,835	249,322	155,725	128,571
Earnings (loss) before income taxes	91,164	156,467	611,141	423,252	306,336	83,484	(36,781)
Income tax expense (benefit)	6,404	69,222	235,570	177,769	126,636	35,464	(13,756)
Net earnings (loss)	\$ 84,760	\$ 87,245	\$ 375,571	\$ 245,483	\$ 179,700	\$ 48,020	\$ (23,025)
Basic earnings (loss) per share	\$ 1.55	\$ 2.64	\$ 10.20	\$ 7.26	\$ 5.19	\$ 1.83	\$ (1.17)
Diluted earnings (loss) per share	\$ 1.48	\$ 2.11	\$ 8.29	\$ 6.32	\$ 4.73	\$ 1.54	\$ (1.17)

As of
March 31,

As of December 31,

2005

2004

2003

2002

2001

2000

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

(Unaudited)

Balance Sheet Data:						
Cash and cash equivalents	\$ 880,130	\$ 842,854	\$ 278,598	\$ 176,669	\$ 100,263	\$ 10,283
Restricted cash	480,800	454,035	116,883	6,255	6,416	
Loans receivable held for sale, net	3,874,414	3,922,865	3,422,211	1,920,396	1,011,122	400,089
Mortgage loans held for investment, net	15,836,203	13,195,324	4,745,937			
Residual interests in securitizations	143,928	148,021	179,498	246,964	306,908	361,646
Total assets	21,727,408	19,051,944	8,943,938	2,402,928	1,451,318	837,161
Credit facilities	3,651,181	3,704,268	3,311,837	1,885,498	987,568	404,446
Financing on mortgage loans held for investment, net	15,692,270	13,105,973	4,686,323			
Convertible senior notes, net	5,407	5,392	204,858			
Subordinated debt					40,000	40,000
Residual financing					79,941	176,806
Other liabilities	414,787	357,746	198,909	130,880	96,048	63,760
Total liabilities	19,763,645	17,173,379	8,401,927	2,016,378	739,807	252,297
Total stockholders' equity	1,963,763	1,878,565	542,011	386,550	247,761	152,149

S-12

Table of Contents

	For the three months ended March 31,		For the years ended December 31,				
	2005	2004	2004	2003	2002	2001	2000
Operating Statistics (Unaudited):							
Loan origination and purchase activities:							
Wholesale	\$ 9,073,489	\$ 7,695,006	\$ 38,126,322	\$ 25,187,569	\$ 12,392,562	\$ 5,068,466	\$ 3,041,761
Retail	1,178,078	741,350	4,073,318	2,195,269	1,808,934	1,176,505	1,110,596
Total loan originations and purchases	\$ 10,251,567	\$ 8,436,356	\$ 42,199,640	\$ 27,382,838	\$ 14,201,496	\$ 6,244,971	\$ 4,152,357

S-13

Table of Contents

DESCRIPTION OF OUR SERIES A PREFERRED STOCK

This description of the particular terms of our Series A Preferred Stock supplements, and to the extent inconsistent therewith replaces, the description of the general terms and provisions of our preferred stock set forth in the accompanying prospectus, to which description reference is hereby made. The following summary of the terms and provisions of our Series A Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the pertinent sections of our charter and the articles supplementary creating our Series A Preferred Stock, which have been or will be included as exhibits to documents filed with the Securities and Exchange Commission.

General

As of May 31, 2005, we had 56,043,308 shares of our common stock issued and outstanding and no shares of our preferred stock issued and outstanding. Our charter provides that we may issue up to 300,000,000 shares of our common stock, \$0.01 par value per share, and 10,000,000 shares of our preferred stock, \$0.01 par value per share. Under the Maryland General Corporate Law, or the MGCL, stockholders generally are not liable for the corporation's debts or obligations.

Under our charter, our board of directors may, without stockholder action, classify and authorize the issuance, from time to time, of our preferred stock in one or more series, with such designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, terms or conditions of redemption as shall be determined by our board of directors and set forth in articles supplementary to our charter for such series of preferred stock. See "Description of Capital Stock" in the accompanying prospectus. Our board of directors has classified, and approved articles supplementary to our charter establishing the number of shares and fixing the terms, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of, a series of our preferred stock designated as 9.125% Series A Cumulative Redeemable Preferred Stock. Our board of directors has authorized the issuance of up to 4,830,000 shares of such Series A Preferred Stock, and this offering relates to such shares.

We have applied to list our Series A Preferred Stock on the NYSE under the symbol NEW PrA. We expect that trading on the NYSE will commence within 30 days after the initial delivery of our Series A Preferred Stock.

Further Issuances

We may from time to time, without the consent of the holders of our Series A Preferred Stock, issue additional shares of our Series A Preferred Stock having the same ranking and the same liquidation preference and other terms as our Series A Preferred Stock except for the issue price and issue date. Any such additional shares of our Series A Preferred Stock will, together with the shares offered hereby, constitute a single class of preferred stock under our charter and will vote together on limited matters under the charter as set forth below under "Limited Voting Rights."

Ranking

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Our Series A Preferred Stock will rank, with respect to dividend rights and rights upon voluntary or involuntary liquidation, dissolution or winding-up of our affairs:

senior to all classes or series of our common stock and to all of our equity securities the terms of which provide that those equity securities are junior to our Series A Preferred Stock;

junior to all of our equity securities the terms of which provide that those equity securities will rank senior to our Series A Preferred Stock; and

on a parity with all of our equity securities other than those referred to in the two immediately preceding clauses.

S-14

Table of Contents

The term equity securities does not include convertible debt securities, which rank senior to our Series A Preferred Stock prior to conversion, none of which are outstanding at this time. In addition, that term does not include the convertible debt securities of our subsidiaries, including the 3.50% convertible senior notes of New Century TRS.

Dividends

Holders of shares of our Series A Preferred Stock shall be entitled to receive, when and as authorized by our board of directors, out of funds legally available for the payment of dividends, cumulative cash dividends from the date of original issuance in the amount of \$2.28125 per share each year, which is equivalent to 9.125% of the \$25.00 liquidation preference per share. Such dividends will be cumulative from the date of original issuance and will be payable to investors quarterly in arrears on March 31, June 30, September 30 and December 31 of each year or, if not a business day, the prior preceding business day (each, a Dividend Payment Date). The first dividend, which will be payable on September 30, 2005, will be for more than a full quarter. Such dividend and any dividend payable on our Series A Preferred Stock for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to holders of record as they appear in our stock records at the close of business on the applicable record date, which shall be the first day of the calendar month in which the applicable Dividend Payment Date falls or on such other date designated by our board of directors for the payment of dividends that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a Dividend Record Date).

No dividends on shares of our Series A Preferred Stock shall be declared by us or paid or set apart for payment by us at such time as the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibit such declaration, payment or setting apart for payment or provide that such declaration, payment or setting apart for payment would constitute a breach thereof or a default thereunder, or if such declaration or payment shall be restricted or prohibited by law.

Notwithstanding the foregoing, dividends on our Series A Preferred Stock will accrue whether or not current payment of dividends is prohibited, whether or not we have earnings, whether or not there are funds legally available for the payment of such dividends and whether or not such dividends are declared. Accrued but unpaid dividends on our Series A Preferred Stock will accumulate as of the Dividend Payment Date on which they first become payable.

Except as set forth in the next paragraph, unless full cumulative dividends on our Series A Preferred Stock have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for payment for all past dividend periods: (i) no dividends (other than in shares of our common stock or in shares of any series of our preferred stock that we may issue ranking junior to our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation) shall be declared or paid or set aside for payment upon shares of our common stock or any series of our preferred stock ranking junior to or on a parity with our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation; (ii) no distribution shall be declared or made upon shares of our common stock or preferred stock that we may issue ranking junior to or on a parity with our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation; and (iii) no shares of our common stock or preferred stock that we may issue ranking junior to or on a parity with our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation shall be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any such shares) by us (except by conversion into or in exchange for our other capital stock that we may issue ranking junior to our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation and except for transfers made pursuant to the provisions of our charter relating to restrictions on ownership and redemptions, purchases and other transfers of our capital stock designed to ensure that we remain qualified as a REIT for federal income tax purposes).

When dividends are not paid in full (or a sum sufficient for such full payment is not so set apart) on our Series A Preferred Stock and the shares of any other series of preferred stock ranking on a parity as to the payment of

Table of Contents

dividends with our Series A Preferred Stock, all dividends declared upon our Series A Preferred Stock and any series of preferred stock ranking on a parity as to the payment of dividends with our Series A Preferred Stock shall be declared pro rata so that the amount of dividends declared per share of Series A Preferred Stock and such series of preferred stock shall in all cases bear to each other the same ratio that accrued dividends per share on our Series A Preferred Stock and such series of preferred stock (which shall not include any accrual in respect of unpaid dividends for prior dividend periods if such preferred stock does not have a cumulative dividend) bear to each other. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on our Series A Preferred Stock which may be in arrears.

Any dividend payment made on shares of our Series A Preferred Stock shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares which remains payable. Holders of shares of our Series A Preferred Stock shall not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative dividends on our Series A Preferred Stock as provided above.

Liquidation Preference

Upon any liquidation, dissolution or winding up of our company, before any payment or distribution shall be made to or set apart for the holders of any junior stock, the holders of shares of our Series A Preferred Stock will be entitled to receive the sum of: (a) a liquidation preference of \$25.00 per share; (b) the applicable premium per share (expressed in dollar amount) as set forth in the table below based upon the period during which the liquidation, dissolution or winding up of our company takes place; and (c) an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the date fixed for payment, without interest, to such holders, but such holders shall not be entitled to any further payment. Until the holders of our Series A Preferred Stock have been paid the liquidation preference in full, the applicable premium per share and an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the date of final distribution to such holders, no payment shall be made to any holder of junior stock upon the liquidation, dissolution or winding up of our company.

Twelve month period ending	Applicable Premium per share
June 30, 2006	\$ 1.25
June 30, 2007	\$ 1.00
June 30, 2008	\$ 0.75
June 30, 2009	\$ 0.50
June 30, 2010	\$ 0.25
Thereafter	\$ 0.00

If upon any liquidation, dissolution or winding up of our company, our assets or proceeds thereof distributable among the holders of our Series A Preferred Stock and the holders of any other class or series of our common stock or preferred stock ranking on a parity with our Series A Preferred Stock as to rights upon liquidation, dissolution and winding up of our affairs shall be insufficient to pay in full the above described preferential amount and the liquidating payments on the shares of such other class or series of our common stock or preferred stock ranking on a parity with our Series A Preferred Stock as to rights upon liquidation, dissolution or winding up of our affairs, then such assets, or the proceeds thereof, shall be distributed among the holders of our Series A Preferred Stock and any such other parity stock ratably in the same proportion as the respective amounts that would be payable on our Series A Preferred Stock and any such other parity stock if all amounts payable thereon were paid in full. Our liquidation, dissolution or winding up shall not include our consolidation or merger with or into one or more entities, a sale or transfer of all or substantially all of our assets or a statutory stock exchange.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Upon any such liquidation, dissolution or winding up, after payment shall have been made in full to the holders of our Series A Preferred Stock and any parity stock, any other series or class or classes of junior stock shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of our Series A Preferred Stock and any parity stock shall not be entitled to share therein.

S-16

Table of Contents

Optional Redemption

Our Series A Preferred Stock is not redeemable prior to June 21, 2010. However, in order to ensure that we continue to qualify as a REIT for federal income tax purposes, our Series A Preferred Stock will be subject to the provisions of our charter that limit the amount of capital stock that may be owned by a stockholder, which under certain circumstances could result in the automatic transfer of shares of our Series A Preferred Stock held in violation of the ownership limits to a trustee of a trust for the exclusive benefit of one or more charitable beneficiaries. See Description of Capital Stock Transfer Restrictions in the accompanying prospectus.

On and after June 21, 2010, we may, at our option and upon not less than 30 nor more than 60 days written notice, redeem shares of our Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared), if any, to and including the date fixed for redemption (except as provided below, when the redemption date falls after the Dividend Record Date and before the corresponding Dividend Payment Date), without interest. Holders of our Series A Preferred Stock to be redeemed shall surrender such Series A Preferred Stock at the place designated in such notice and shall be entitled to the redemption price and any accrued and unpaid dividends payable upon such redemption following such surrender. If notice of redemption of any shares of our Series A Preferred Stock has been given and if the funds necessary for such redemption have been set aside by us in trust for the benefit of the holders of any shares of our Series A Preferred Stock so called for redemption, then, from and after the redemption date, dividends will cease to accrue on such shares of our Series A Preferred Stock, such shares of our Series A Preferred Stock shall no longer be deemed outstanding and all rights of the holders of such shares of our Series A Preferred Stock will terminate, except the right to receive the redemption price. If less than all of our outstanding Series A Preferred Stock is to be redeemed, our Series A Preferred Stock to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares) or by any other equitable method determined by us.

Unless full cumulative dividends on all shares of our Series A Preferred Stock shall have been, or contemporaneously are, declared and paid or declared and a sum sufficient for the payment thereof set apart for payment for all past dividend periods, no shares of our Series A Preferred Stock shall be redeemed unless all outstanding shares of our Series A Preferred Stock are simultaneously redeemed, and we shall not purchase or otherwise acquire directly or indirectly any shares of our Series A Preferred Stock (except in exchange for our capital stock ranking junior to our Series A Preferred Stock as to the payment of distributions and the distribution of assets upon liquidation); provided, however, that the foregoing shall not prevent such action by our board of directors or its designees pursuant to our charter to ensure that we remain qualified as a REIT for federal income tax purposes or the purchase or acquisition by us of shares of our Series A Preferred Stock pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of our Series A Preferred Stock.

Notice of redemption will be given by publication in a newspaper of general circulation in the City of New York, such publication to be made once per week for two successive weeks commencing not less than 30 nor more than 60 days prior to the redemption date. A similar notice of redemption will be mailed by us, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date addressed to the respective holders of record of our Series A Preferred Stock to be redeemed at their respective addresses as they appear on our stock records. No failure to give such notice or any defect thereto or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of our Series A Preferred Stock except as to the holder to whom notice was defective or not given. In addition to any information required by law or by the applicable rules of any exchange upon which our Series A Preferred Stock may be listed or admitted to trading, each notice shall state:

the redemption date;

the redemption price;

the number of shares of our Series A Preferred Stock to be redeemed;

the place or places where our Series A Preferred Stock is to be surrendered for payment of the redemption price;

S-17

Table of Contents

that dividends on the shares to be redeemed will cease to accrue on such redemption date; and

that payment of the redemption price will be made upon presentation and surrender of such Series A Preferred Stock.

If less than all of our Series A Preferred Stock held by any holder is to be redeemed, the notice mailed to such holder shall also specify the number of shares of our Series A Preferred Stock held by such holder to be redeemed. Immediately prior to any redemption of our Series A Preferred Stock, we shall pay, in cash, any accumulated and unpaid dividends through and including the redemption date, unless a redemption date falls after a Dividend Record Date and prior to the corresponding Dividend Payment Date, in which case each holder of our Series A Preferred Stock at the close of business on such Dividend Record Date shall be entitled to the dividend payable on such shares on the corresponding Dividend Payment Date notwithstanding the redemption of such shares before such Dividend Payment Date.

No Maturity, Sinking Fund or Mandatory Redemption

Our Series A Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption (except as provided above).

Limited Voting Rights

Holders of our Series A Preferred Stock will not have any voting rights, except as set forth below.

If and whenever dividends on any shares of our Series A Preferred Stock shall be in arrears for six or more quarterly periods (whether or not consecutive), the number of directors then constituting our board of directors shall be increased by two and the holders of our Series A Preferred Stock (voting together as a single class with all other classes or series of our stock ranking on a parity with our Series A Preferred Stock with respect to dividend rights upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of the two additional directors at any annual meeting of stockholders or at a special meeting of the holders of our Series A Preferred Stock, and of any other voting preferred stock, called for that purpose. We must call such special meeting upon the request of holders of record of 20% or more of our Series A Preferred Stock. Whenever dividends in arrears on outstanding Series A Preferred Stock and any other voting preferred stock shall have been paid and dividends thereon for the current quarterly dividend period shall have been paid or declared and set apart for payment, then the right of the holders of our Series A Preferred Stock to elect such additional two directors shall cease and the terms of office of such directors shall terminate and the number of directors constituting our board of directors shall be reduced accordingly.

The affirmative vote or consent of at least 66²/₃% of the votes entitled to be cast by the holders of the outstanding shares of our Series A Preferred Stock, in addition to any other vote required by our charter or by Maryland law, will be required to:

(i) authorize, create or issue, or increase the authorized or issued amount of, any class or series of stock ranking senior to our Series A Preferred Stock with respect to dividend rights or rights upon our liquidation, dissolution or winding up of our affairs, or any securities convertible into shares of any class or series of such senior stock; or

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

(ii) amend, alter or repeal any provision of, or add any provision to, our charter, including the articles supplementary establishing our Series A Preferred Stock, if such action would materially and adversely affect the rights, preferences, privileges or voting powers of our Series A Preferred Stock or the holders thereof.

S-18

Table of Contents

Notwithstanding the foregoing, any increase in the number of authorized shares of any class or series of our preferred stock issued and outstanding at the time of any amendment, alteration or repeal of any provision of, or the addition of any provision to, our charter, any increase in the amount of authorized shares of our preferred stock or the creation or issuance of any other class or series of our preferred stock, or any increase in the number of authorized shares of that class or series, in each case ranking on a parity with or junior to our Series A Preferred Stock with respect to dividend rights and rights upon our liquidation, dissolution or winding up of our affairs, or any increase in the authorized amount of our Series A Preferred Stock or any issuance of additional shares of Series A Preferred Stock, shall not be deemed to materially and adversely affect the rights, preferences, privileges or voting powers of our Series A Preferred Stock or the holders thereof. In addition, any merger, consolidation or transfer of all or substantially all of our assets shall not be deemed to materially and adversely affect the rights, preferences, privileges or voting powers of our Series A Preferred Stock or the holders thereof so long as either: (i) we are the surviving entity and our Series A Preferred Stock remains outstanding on the same terms; or (ii) the resulting, surviving or transferee entity is a corporation, business trust or other like entity organized under the laws of any state and substitutes for our Series A Preferred Stock, other preferred stock having substantially the same terms and same rights as our Series A Preferred Stock, including with respect to dividends, voting rights and rights upon liquidation, dissolution or winding up.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been irrevocably deposited in trust to effect that redemption.

Conversion

Our Series A Preferred Stock is not convertible into or exchangeable for any of our property or securities.

Restrictions on Ownership

In order to enable us to remain qualified as a REIT for federal income tax purposes, our charter provides that no person may acquire or hold, directly or indirectly, shares of our Series A Preferred Stock in excess of 9.8% of the lesser of the aggregate number or the aggregate value of the outstanding shares of any class or series of our capital stock, including our Series A Preferred Stock, with some exceptions. For information regarding restrictions on ownership of our Series A Preferred Stock, see [Description of Capital Stock](#) [Transfer Restrictions](#) in the accompanying prospectus.

Transfer Agent

The transfer agent, registrar and dividend disbursing agent for our Series A Preferred Stock will be Mellon Investor Services LLC.

Book-Entry System

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

The shares of our Series A Preferred Stock offered hereby will be issued in the form of one or more fully-registered securities in the name of the nominee for DTC.

DTC has advised us and the underwriters that it is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Exchange Act.

DTC holds securities of institutions that have accounts with it or its participants. Through its maintenance of an electronic book-entry system, DTC facilitates the clearance and settlement of securities transactions among its

S-19

Table of Contents

participants and eliminates the need to deliver securities certificates physically. DTC's participants include securities brokers and dealers, including the underwriters of this offering, banks, trust companies, clearing corporations and other organizations, some of whom and/or their representatives own DTC. DTC is owned by a number of its participants and by the NYSE, the American Stock Exchange LLC and the National Association of Securities Dealers, Inc. Access to DTC's book-entry system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

Purchases of our Series A Preferred Stock under the DTC system must be made through participants, which will receive a credit for our Series A Preferred Stock on DTC's records. The beneficial ownership interest of each purchaser of our Series A Preferred Stock will be recorded on the participants' records. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations of the transaction, as well as periodic statements of their holdings, from the participants through which they entered into the transaction. Transfers of ownership interests in our Series A Preferred Stock are to be accomplished by entries made on the books of the participants acting on behalf of beneficial owners.

To facilitate subsequent transfers, shares of our Series A Preferred Stock deposited by direct participants with DTC are registered in the name of DTC's nominee, Cede & Co. The deposit of our Series A Preferred Stock with DTC and its registration in the name of Cede & Co., do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of our Series A Preferred Stock. DTC's records reflect only the identity of the direct participants to whose accounts such Series A Preferred Stock is credited, which may or may not be the beneficial owners. Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to participants, and by participants to beneficial owners, will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of our Series A Preferred Stock may wish to take certain steps to augment transmission to them of notices of significant events with respect to our Series A Preferred Stock, such as redemptions, tenders, defaults and proposed amendments to the terms of our Series A Preferred Stock. Beneficial owners of our Series A Preferred Stock may wish to ascertain that the nominee holding our Series A Preferred Stock for their benefit has agreed to obtain and transmit notices to beneficial owners.

So long as DTC is the registered holder, redemption notices will be sent to DTC. If less than all of the shares of our Series A Preferred Stock within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each participant in such issue to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to our Series A Preferred Stock unless authorized by a direct participant in accordance with DTC's procedures. Under its usual procedures, DTC would mail an omnibus proxy to us as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those participants to whose accounts our Series A Preferred Stock is credited on the record date.

Redemption proceeds, distributions and dividend payments on our Series A Preferred Stock will be made to Cede & Co. DTC's practice is to credit direct participants' accounts upon DTC's receipt of funds and corresponding detail information from us, on a payable date in accordance with their respective holdings shown on DTC's records. Payments by participants to beneficial owners will be governed by standing instructions and customary practices.

Payments will be the responsibility of participants and not of DTC, us or the underwriters, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments to Cede & Co. (or such other nominee

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

as may be requested by DTC) is our responsibility. Disbursement of payments to participants is the responsibility of DTC and disbursement of payments to the beneficial owners will be the responsibility of participants.

S-20

Table of Contents

DTC may discontinue providing its services as depository with respect to our Series A Preferred Stock at any time by giving us reasonable notice. Under such circumstances, in the event that a successor depository is not obtained, Series A Preferred Stock certificates are required to be printed and delivered. We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Series A Preferred Stock certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy thereof.

S-21

Table of Contents

ADDITIONAL MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following supplements the discussion contained in the accompanying prospectus on page 54 under the heading "Material U.S. Federal Income Tax Considerations," which discussion (to the extent not inconsistent with the following) is incorporated in its entirety in this prospectus supplement. The discussions contained under the headings herein are intended to supplement, where applicable, the discussions contained in the corresponding headings of the accompanying prospectus.

THIS SECTION IS NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING. YOU SHOULD CONSULT YOUR OWN TAX ADVISOR REGARDING THE SPECIFIC FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO YOU REGARDING THE PURCHASE, OWNERSHIP AND SALE OF THE SECURITIES BEING OFFERED BY THIS PROSPECTUS SUPPLEMENT. YOU SHOULD ALSO CONSULT WITH YOUR TAX ADVISOR REGARDING THE IMPACT OF POTENTIAL CHANGES IN THE APPLICABLE TAX LAWS.

Taxation of Holders of Our Series A Preferred Stock

Distributions

Unless you are a tax-exempt entity, distributions that we make to you will be taxable to you to the extent those distributions are treated as having been made out of our current and accumulated earnings and profits, as computed for federal income tax purposes. If our aggregate distributions for a taxable year exceed our current and accumulated earnings and profits, such current and accumulated earnings and profits will be allocated first to the distributions we make with respect to our Series A Preferred Stock. We anticipate, therefore, that distributions we make with respect to our Series A Preferred Stock will be taxable to you. Distributions out of current or accumulated earnings and profits (and not designated as capital gain dividends) are not eligible for the dividends received deduction for corporations.

Although dividends paid by C corporations to a non-corporate stockholder are generally eligible for taxation at the rate applicable to net capital gains, dividends we pay will not be eligible for this treatment, other than dividends designated as capital gain dividends, as described under "Material U.S. Federal Income Tax Considerations" beginning on page 54 in the accompanying prospectus, and dividends attributable to dividends we receive from a C corporation, such as our taxable REIT subsidiaries.

If, for any taxable year, we elect to designate any capital gains dividends (including any retained long-term capital gains), the portion of the amount so designated (not in excess of our net capital gain for the year) that will be allocable to you will be the amount so designated multiplied by a fraction, the numerator of which will be the total dividends for federal income tax purposes paid to you for the year and the denominator of which will be the total dividends paid to the stockholders of all classes of our shares for the year.

Sale or Exchange of Series A Preferred Stock

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Unless you are a tax-exempt entity, upon a sale or other disposition of shares of our Series A Preferred Stock, you will generally recognize capital gain or loss in an amount equal to the difference between the amount realized and your adjusted basis in the shares, which capital gain or loss will be long-term capital gain or loss if the shares have been held for more than one year. To the extent of any long-term capital gain dividends received by you, any loss on the sale or other disposition of shares of our Series A Preferred Stock held by you for six months or less will generally be treated as a long-term capital loss.

Redemptions

If we redeem all or a portion of our Series A Preferred Stock, under Section 302 of the Internal Revenue Code of 1986, as amended, or the Code, such redemption will (to the extent of our current and accumulated

S-22

Table of Contents

earnings and profits) be treated as a dividend, which, as discussed above, will generally be taxable at ordinary income tax rates, unless the redemption satisfies one or more of the tests set forth in Section 302(b) of the Code that enable the redemption to be treated as a sale or exchange of the redeemed Series A Preferred Stock. A redemption will satisfy such tests if it: (i) is substantially disproportionate with respect to the stockholder; (ii) results in a complete termination of the stockholder's stock interest in us; or (iii) is not essentially equivalent to a dividend with respect to the stockholder, all within the meaning of Section 302(b) of the Code. In determining whether any of these tests have been met, shares considered to be owned by the stockholder by reason of certain constructive ownership rules set forth in the Code, as well as shares actually owned, must generally be taken into account. Because the determination as to whether any of the alternative tests of Section 302(b) of the Code is satisfied with respect to any particular holder of our Series A Preferred Stock will depend upon the facts and circumstances as of the time the determination is made, prospective investors are advised to consult their tax advisors to determine such tax treatment.

If a redemption of our Series A Preferred Stock is treated as a distribution that is taxable as a dividend, the amount of the distribution would be measured by the amount of cash and the fair market value of any property received by the stockholders. The stockholder's adjusted tax basis in such redeemed Series A Preferred Stock would, in that case, be transferred to the holder's remaining stockholdings in us. If, however, the stockholder has no remaining stockholdings in us, such basis may, under certain circumstances, be transferred to a related person, or it may be lost entirely. Under certain proposed Treasury Regulations, any tax basis of a redeemed stockholder would be recognized as a loss by such stockholder upon the occurrence of certain subsequent events. There can be no assurance that these proposed Treasury Regulations will be adopted, or that they will be adopted in their current form.

Table of Contents**UNDERWRITING**

We and the underwriters for this offering named below have entered into an underwriting agreement concerning the shares of our Series A Preferred Stock being offered hereby. The underwriters' obligations are several and not joint, which means that each underwriter is required to purchase a specified number of shares, but is not responsible for the commitment of any other underwriter to purchase shares. Subject to the terms and conditions of the underwriting agreement, each underwriter has severally agreed to purchase the number of shares of our Series A Preferred Stock set forth opposite its name below.

Underwriters	Number of Shares
Bear, Stearns & Co. Inc	2,184,000
Deutsche Bank Securities Inc.	588,000
Piper Jaffray & Co.	588,000
Stifel, Nicolaus & Company, Incorporated	588,000
JMP Securities LLC	126,000
Roth Capital Partners, LLC	126,000
Total	4,200,000

The underwriting agreement provides that the obligations of the underwriters are conditional and may be terminated at their discretion based on their assessment of the state of the financial markets. The obligations of the underwriters may also be terminated upon the occurrence of the events specified in the underwriting agreement. The underwriters are severally committed to purchase all of the shares of our Series A Preferred Stock being offered if any shares are purchased, other than those shares covered by the overallotment option described below.

We have granted the underwriters an option to purchase up to an additional 630,000 shares of our Series A Preferred Stock to be sold in this offering at the public offering price, less the underwriting discounts and commissions described on the cover page of this prospectus supplement. The underwriters may exercise this option solely to cover overallotments, if any. This option may be exercised, in whole or in part, at any time within the 30-day period after the date of this prospectus supplement. To the extent the option is exercised, the underwriters will be severally committed, subject to certain conditions, to purchase the additional shares of our Series A Preferred Stock in proportion to their respective commitments as indicated in the table above.

The following table provides information regarding the per share and total underwriting discounts and commissions that we will pay to the underwriters in connection with this offering. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase up to an additional shares of our Series A Preferred Stock.

	Per	Total	
		Share	Without
	Share	OverAllotment	OverAllotment
Underwriting discounts and commissions payable by us	\$ 0.7875	\$ 3,307,500	\$ 3,803,625

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

We estimate that the total expenses of this offering payable by us, excluding underwriting discounts and commissions and certain expenses of this offering for which the underwriters have agreed to reimburse us, will be approximately \$150,000.

The underwriters propose to offer our Series A Preferred Stock directly to the public initially at the public offering price set forth on the cover page of this prospectus supplement and to selected dealers at such price less a concession not to exceed \$0.50 per share. The underwriters may allow, and such selected dealers may reallow, a concession not to exceed \$0.45 per share. The shares of our Series A Preferred Stock will be available for delivery, when, as and if accepted by the underwriters and subject to prior sale and to withdrawal, cancellation or

S-24

Table of Contents

modification of the offering without notice. The underwriters reserve the right to reject any order for purchase of the shares in whole or in part. After the commencement of this offering, the underwriters may change the public offering price and other selling terms.

We have agreed not to sell or transfer any shares of our Series A Preferred Stock or to engage in certain hedging transactions with respect to our Series A Preferred Stock for a period of 30 days after the date of this prospectus supplement without first obtaining the written consent of Bear, Stearns & Co., Inc. on behalf of the underwriters, except in certain circumstances.

We have agreed in the underwriting agreement to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, and where such indemnification is unavailable, to contribute to payments that the underwriters may be required to make in respect of such liabilities.

Our Series A Preferred Stock is a new issue of securities and, prior to our Series A Preferred Stock being accepted for listing on the NYSE, there will be no established trading market for our Series A Preferred Stock. We anticipate the NYSE will authorize, upon official notice of issuance, the listing of our Series A Preferred Stock under the symbol NEW PrA. We expect that trading on the NYSE will commence within 30 days after the initial delivery of our Series A Preferred Stock. In order to meet the requirements for listing our Series A Preferred Stock on the NYSE, the underwriters have undertaken to sell: (i) Series A Preferred Stock to ensure a minimum of 100 beneficial holders with a minimum of 100,000 shares of our Series A Preferred Stock outstanding; and (ii) sufficient Series A Preferred Stock so that following this offering, our Series A Preferred Stock has a minimum aggregate market value of \$2,000,000. The underwriters have advised us that prior to the commencement of listing on the NYSE they intend to make a market in our Series A Preferred Stock, but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for our Series A Preferred Stock.

In order to facilitate this offering of our Series A Preferred Stock, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the market price of our Series A Preferred Stock in accordance with Regulation M under the Exchange Act.

The underwriters may over allot our Series A Preferred Stock in connection with this offering, creating a short position for their own account. Short sales involve the sale by the underwriters of a greater number of shares than they are committed to purchase in this offering. A short position may involve either covered short sales or naked short sales. Covered short sales are sales made in an amount not greater than the underwriters' over-allotment option to purchase additional shares of our Series A Preferred Stock as described above. The underwriters may close out any covered short position by either exercising their over-allotment option or purchasing shares in the open market. In determining the source of shares to close the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares from us through their over-allotment option. Naked short sales are sales in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our Series A Preferred Stock in the open market after pricing that could adversely affect investors who purchase in this offering.

Accordingly, to cover a short sales position or to stabilize the market price of our Series A Preferred Stock, the underwriters may bid for, and purchase, shares of our Series A Preferred Stock in the open market. These transactions may be effected on the NYSE or otherwise. Additionally, the representatives, on behalf of the underwriters, may also reclaim selling concessions allowed to an underwriter or dealer. Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales or to stabilize the market price of our Series A Preferred Stock may have the effect of raising or maintaining the market price of our Series A Preferred Stock or preventing or mitigating a decline in the market price of our Series A Preferred Stock. As a result, the price of our Series A Preferred Stock may be higher than the price that might otherwise exist in the open market.

Table of Contents

No representation is made as to the magnitude or effect of any such stabilization or other activities. The underwriters are not required to engage in these activities and, if commenced, may discontinue any of these activities at any time.

From time to time, the underwriters and/or their affiliates have in the past performed, and may in the future continue to perform, investment banking and general financing services to us, for which they have in the past received, or may in the future receive, customary compensation.

We have an \$800 million line of credit with Bear Stearns Mortgage Capital Corporation, an affiliate of Bear, Stearns & Co. Inc., which is currently set to expire in October 2005 (the Bear Facility), and a \$2.0 billion asset-backed commercial paper facility which is currently set to expire in September 2006 (the Commercial Paper Facility), for which Deutsche Bank Trust Company Americas, an affiliate of Deutsche Bank Securities, is the collateral agent. As of March 31, 2005, the balance outstanding under the Bear Facility was \$504.1 million and the balance outstanding under the Commercial Paper Facility was zero.

Richard A. Zona, who serves on our board of directors, also serves on the Board of Directors of Piper Jaffray & Co.

LEGAL MATTERS

Selected legal matters, including certain securities matters and federal tax matters, will be passed upon for us by O Melveny & Myers LLP, San Francisco, California. Certain legal matters relating to Maryland law, including the validity of the securities offered in this prospectus supplement, will be passed upon for us by Ballard Spahr Andrews & Ingersoll, LLP, Baltimore, Maryland. Certain legal matters will be passed upon for the underwriters by Manatt, Phelps & Phillips, LLP, Los Angeles, California.

EXPERTS

The consolidated financial statements of New Century Financial Corporation and subsidiaries as of December 31, 2004 and 2003, and for each of the years in the three-year period ended December 31, 2004 and the management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, Independent Registered Public Accounting Firm, incorporated by reference herein and upon the authority of said firm as experts in accounting and auditing.

WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT NEW CENTURY

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. Copies of these materials may be examined without charge at a public reference room at 100 F. Street, N.E., Room 1580, Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the public reference room. You may also obtain these materials from us at no cost by directing a written or oral request to us at New Century Financial Corporation, 18400 Von Karman Avenue, Suite 1000, Irvine, California, 92612, Attention: Vice President of Investor Relations or by telephone at (949) 440-7030, or email at cmarrell@ncen.com, or at our Web site at www.ncen.com. In addition, the Securities and Exchange Commission maintains a Web site,

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

http://www.sec.gov, which contains reports, proxy and information statements and other information regarding registrants, including us, that file electronically with the Securities and Exchange Commission.

S-26

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We are incorporating by reference certain documents that we file with the Securities and Exchange Commission, which means that such documents are considered part of this prospectus supplement and that we can disclose important information to you by referring to those documents. Information that we file in the future with the Securities and Exchange Commission will automatically update and supersede earlier information in or incorporated by reference in this prospectus supplement. Any statement in a document incorporated by reference into this prospectus supplement will be deemed to be modified or superseded to the extent a statement contained in this prospectus supplement or any subsequently filed document that is incorporated by reference into this prospectus supplement modified or supersedes such statement. Any statement that is modified or superseded shall not, except as so modified or superseded, constitute part of this prospectus supplement.

We incorporate herein by reference the documents listed below and any other information we file with the Securities and Exchange Commission under Sections 13(a), 13(c), 13 or 15(d) of the Exchange Act, including any filings after the date of this prospectus supplement until the offering is completed:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 16, 2005, including those portions incorporated by reference therein of our Definitive Proxy Statement on Schedule 14A, filed on April 11, 2005, as amended on May 11, 2005;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 10, 2005, as amended on June 1, 2005;

our Current Reports on Form 8-K, filed on January 5, 2005, January 7, 2005, January 13, 2005, February 3, 2005, February 14, 2005, February 18, 2005, March 3, 2005, March 11, 2005, March 15, 2005, April 5, 2005, May 5, 2005 and May 27, 2005; and

the description of our common stock contained in our Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on September 30, 2004, and any other amendment or report filed for the purpose of updating such description.

In addition, we also incorporate by reference into this prospectus supplement additional information that we may subsequently file with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the termination of the offering. These documents include Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that we disclose under Items 2.02 or 7.01 of any Current Report on Form 8-K that we may from time to time furnish to the Securities and Exchange Commission will be incorporated by reference into, or otherwise included in, this prospectus supplement.

We are subject to the information and reporting requirements of the Exchange Act, and file periodic reports, proxy statements and we make available to our stockholders annual reports containing audited financial information for each year and quarterly reports for the first three quarters of each fiscal year containing unaudited interim financial information.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

You may not have some of the documents incorporated by reference, but you can obtain any of them through the Securities and Exchange Commission as described above or from us at no cost by directing a written or oral request to us at New Century Financial Corporation, 18400 Von Karman, Suite 1000, Irvine, California, 92612, Attention: Vice President of Investor Relations, or by telephone at (949) 440-7030, or email at cmarrell@ncen.com, or at our Web site at www.ncen.com. Except for the documents described above, information on our Web site is not otherwise incorporated by reference into this prospectus supplement.

You should rely only on the information in this prospectus supplement or incorporated by reference into this prospectus supplement. No one has been authorized to provide you with different information. You should not assume that the information contained in this prospectus supplement is accurate as of any date other than the date on the front page. We are not making any offer to sell (or soliciting any offer to buy) any securities, or soliciting any proxy, in any state where it is unlawful to do so.

S-27

Table of Contents

PROSPECTUS

\$1,000,000,000

Common Stock

Preferred Stock

Depositary Shares

Debt Securities

Warrants

We may offer and sell an indeterminate number of shares of our common stock, preferred stock, depositary shares, debt securities and warrants from time to time under this prospectus.

We may offer these securities separately or as units, which may include combinations of the securities. We will describe in a prospectus supplement, which must accompany this prospectus, the securities we are offering and selling, as well as the specifications of the securities.

We may offer these securities in amounts, at prices and on terms determined at the time of offering. We may sell the securities directly to you, through agents we select, or through underwriters and dealers we select. If we use agents, underwriters or dealers to sell the securities, we will name them and describe their compensation in a prospectus supplement.

Our common stock is subject to transfer restrictions designed to preserve our status as a real estate investment trust, or REIT. See Description of Capital Stock Transfer Restrictions.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol NEW.

This prospectus may not be used to offer or sell any securities unless accompanied by a prospectus supplement.

Investing in our common stock involves risks. See Risk Factors beginning on page 5.

We may sell the securities to or through underwriters or dealers, directly to purchasers or through agents designated from time to time. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution" in this prospectus. If any underwriters are involved in the sale of any securities with respect to which this prospectus is being delivered, the names of such underwriters and any applicable discounts or commissions and over-allotment options will be set forth in a prospectus supplement. The price to the public of such securities and the net proceeds we expect to receive from such sale will also be set forth in a prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 6, 2005.

Table of Contents

You should rely only on the information contained in or incorporated by reference into this document. We have not authorized anyone to provide you with information that is different. This document may be used only where it is legal to sell these securities. This document is not an offer to sell, or a solicitation of an offer to buy, in any state where the offer or sale is prohibited. The information in this document is accurate on the date of this document and may become obsolete later. Neither the delivery of this document, nor any sale made under this document will, under any circumstances, imply that the information in this document is correct as of any date after the date of this prospectus. Unless the context suggests otherwise, the terms New Century, our company, ourselves, we, our and us to New Century Financial Corporation and its subsidiaries, including its wholly-owned subsidiary, New Century TRS. New Century TRS refers to New Century TRS Holdings, Inc., one of our wholly-owned taxable REIT subsidiaries, and its subsidiaries, except where the context suggests otherwise.

TABLE OF CONTENTS

	<u>Page</u>
<u>ABOUT THIS PROSPECTUS</u>	ii
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	5
<u>SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS</u>	25
<u>USE OF PROCEEDS</u>	27
<u>DESCRIPTION OF CAPITAL STOCK</u>	28
<u>DESCRIPTION OF PREFERRED STOCK</u>	32
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	38
<u>DESCRIPTION OF DEBT SECURITIES</u>	41
<u>DESCRIPTION OF WARRANTS</u>	47
<u>LEGAL OWNERSHIP OF SECURITIES</u>	51
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	54
<u>PLAN OF DISTRIBUTION</u>	75
<u>CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR CHARTER AND BYLAWS</u>	77
<u>LEGAL MATTERS</u>	81
<u>EXPERTS</u>	81
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT NEW CENTURY</u>	81
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	82

We have registered trademarks for FastQua®, New Century Mortgage and Home®23 and we have a registered service mark for the New Century logo. All other brand names or trademarks appearing in this prospectus are the property of their respective holders.

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration process. Under the shelf registration process, we may sell our common stock, preferred stock, depositary shares, debt securities or warrants in one or more offerings up to an aggregate dollar amount of \$1 billion. This prospectus provides you with a general description of the securities we may offer. Each time we sell any securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the terms of those securities. We may also add, update or change in a prospectus supplement any of the information contained in this prospectus or in documents we have incorporated by reference into this prospectus. This prospectus, together with the applicable prospectus supplements and the documents incorporated by reference into this prospectus and the prospectus supplement, includes the material information relating to this offering. You should carefully read both this prospectus and the applicable prospectus supplement together with the additional information described under [Where You Can Find Additional Information About New Century](#) before buying securities in this offering.

We may sell the securities to or through underwriters, dealers or agents or directly to purchasers. We and our agents reserve the sole right to accept and to reject in whole or in part any proposed purchase of securities. A prospectus supplement, which we will provide to you each time we offer securities, will provide the names of any underwriters, dealers, or agents involved in the sale of the securities, and any applicable fee, commission or discount arrangements with them.

Table of Contents

SUMMARY

This summary contains basic information about us and this prospectus and the information incorporated by reference in this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing. You should read this entire prospectus and the other documents which are incorporated by reference in this prospectus carefully, including the section titled "Risk Factors" and our financial statements and the notes thereto, before making an investment in our securities.

NEW CENTURY FINANCIAL CORPORATION

Our Business

We are a real estate investment trust, or REIT, that, through our subsidiaries, operates one of the nation's largest subprime mortgage finance companies. We began operating our business as a REIT in the fourth quarter of 2004, and we will elect to be taxed as a REIT when we file our tax returns for 2004. In connection with our REIT conversion, we raised approximately \$770 million of capital, net of underwriting and other expenses, in October 2004. We continue to deploy that capital to build a portfolio of mortgage assets and expect to have fully deployed that capital by the end of the second quarter of 2005. We expect that our portfolio of mortgage assets will provide a relatively stable source of revenues and will contribute more than half of our earnings in 2005.

We originate and purchase primarily first mortgage products nationwide. We focus on lending to individuals whose borrowing needs are generally not fulfilled by traditional financial institutions because they do not satisfy the credit, documentation or other underwriting standards prescribed by conventional mortgage lenders and loan buyers. We originate and purchase loans on the basis of the borrower's ability to repay the mortgage loan, the borrower's historical pattern of debt repayment and the amount of equity in the borrower's property, as measured by the borrower's loan-to-value ratio, or LTV. We have been originating and purchasing subprime loans since 1996 and believe we have developed a comprehensive and sophisticated process of credit evaluation and risk-based pricing that allows us to effectively manage the potentially higher credit risks associated with this segment of the mortgage industry.

We have historically sold our loans through both whole loan sales and securitizations. Until 2003, we typically structured these securitizations as sales. Since 2003, we have retained between 20% and 25% per year of our loan production for investment on our balance sheet through securitizations structured as financings rather than sales. We converted to a REIT in 2004 because we believe that the REIT structure provides the most tax-efficient way to hold mortgage loans on our balance sheet. We expect that we will continue to increase the percentage of our net income generated from our mortgage loan portfolio, producing more diverse revenues across a variety of interest rate environments.

We are a Maryland corporation formed on April 12, 2004 to continue the business of New Century TRS. Since October 1, 2004, shares of New Century common stock have been listed on the NYSE under the symbol **NEW**. Our principal executive offices are located at 18400 Von Karman Avenue, Suite 1000, Irvine, California 92612, our telephone number at that location is (949) 440-7030 and our Web site is www.ncen.com. Information contained on our Web site does not constitute a part of this prospectus.

The Securities We May Offer

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

We may offer shares of our common stock and preferred stock, depositary shares, various series of debt securities and warrants to purchase any of such securities and any combination of such securities with a total value of up to \$1 billion from time to time under this prospectus at prices and on terms to be determined by market conditions at the time of offering. This prospectus provides you with a general description of the

Table of Contents

securities we may offer. Each time we offer a type or series of securities, we will provide a prospectus supplement that will describe the specific amounts, prices and other important terms of the securities, including, to the extent applicable:

designation or classification;

aggregate principal amount or aggregate offering price;

maturity;

original issue discount, if any;

rates and times of payment of interest, dividends or other payments, if any;

redemption, conversion, exchange, settlement or sinking fund terms, if any;

conversion, exchange or settlement prices or rates, if any, and, if applicable, any provisions for changes to or adjustments in the conversion, exchange or settlement prices or rates and in the securities or other property receivable upon conversion, exchange or settlement;

ranking;

restrictive covenants, if any;

voting or other rights, if any; and

important federal income tax considerations.

The prospectus supplement may also add, update or change information contained in this prospectus or in documents we have incorporated by reference into this prospectus.

This prospectus may not be used to offer or sell any securities unless accompanied by a prospectus supplement.

We may sell the securities directly to or through underwriters, dealers or agents or directly to purchasers. We, and our underwriters or agents, reserve the sole right to accept or reject all or part of any proposed purchase of securities. If we do offer securities through underwriters or agents, we will include in the applicable prospectus supplement:

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

the names of those underwriters, dealers or agents;

applicable fees, discounts and commissions to be paid to them;

details regarding over-allotment options, if any; and

the net proceeds to us.

Common Stock

We may issue shares of our common stock from time to time. Holders of our common stock are entitled to one vote per share for the election of directors and on all other matters that require stockholder approval. Subject to any preferential rights of any outstanding preferred stock, in the event of our liquidation, dissolution or winding up, holders of our common stock are entitled to share ratably in the assets remaining after payment of liabilities and the liquidation preferences of any outstanding preferred stock. Our common stock does not carry any preemptive rights enabling a holder to subscribe for, or receive shares of, any class of our common stock or any other securities convertible into shares of any class of our common stock, or any redemption rights. Our common stock is subject to transfer restrictions designed to preserve our status as a REIT. See Description of Capital Stock Transfer Restrictions.

Table of Contents

Preferred Stock

We may issue shares of our preferred stock from time to time in one or more series. Our charter authorizes our board of directors to classify any unissued shares of preferred stock and to reclassify any previously classified but unissued shares of any series of preferred stock. Prior to issuance of shares of each class or series of preferred stock, our board of directors is required by the Maryland General Corporation Law, or the MGCL, and our charter to fix the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such class or series.

We will fix the rights, preferences, privileges, qualifications and restrictions of the preferred stock of each series that we sell under this prospectus and applicable prospectus supplements in the articles supplementary relating to that series. We will incorporate by reference into the registration statement of which this prospectus is a part the form of any articles supplementary that describes the terms of the series of preferred stock we are offering. We urge you to read the prospectus supplements related to the series of preferred stock being offered, as well as the complete articles supplementary that contains the terms of the applicable series of preferred stock.

Depositary Shares

We may elect to offer fractional shares of preferred stock rather than full shares of preferred stock and, in that event, will issue receipts for depositary shares. Each of these depositary shares will represent a fraction, which will be set forth in the applicable prospectus supplement, of a share of the applicable series of preferred stock.

Any depositary shares that we sell under this prospectus will be evidenced by depositary receipts issued under a deposit agreement between us and a depositary with whom we deposit the shares of the applicable series of preferred stock that underlie the depositary shares that are sold. A deposit agreement, including a depositary receipt, for any depositary shares that we sell under this prospectus will be incorporated by reference into the registration statement of which this prospectus is a part. We urge you to read the prospectus supplements related to any depositary shares being sold, as well as the complete deposit agreement and depositary receipt.

Debt Securities

We may issue debt securities from time to time, in one or more series, as either senior or subordinated debt or as senior or subordinated convertible debt. The senior debt securities will rank equally with any other unsubordinated debt that we may have and may be secured or unsecured. The subordinated debt securities will be subordinate and junior in right of payment, to the extent and in the manner described in the instrument governing the debt, to all or some portion of our indebtedness. Any convertible debt securities that we issue will be convertible into or exchangeable for our common stock or other securities of ours. Conversion may be mandatory or at your option and would be at prescribed conversion rates.

The debt securities will be issued under one or more documents called indentures, which are contracts between us and a trustee for the holders of the debt securities. In this prospectus, we have summarized certain general features of the debt securities. We urge you, however, to read the prospectus supplements related to the series of debt securities being offered, as well as the complete indentures that contain the terms of the debt securities. Indentures have been filed as exhibits to the registration statement of which this prospectus is a part, and supplemental indentures and forms of debt securities containing the terms of debt securities being offered will be incorporated by reference into the registration statement of

which this prospectus is a part.

Table of Contents***Warrants***

We may issue warrants for the purchase of shares of our common stock, our preferred stock, our depositary shares and/or our debt securities in one or more series, from time to time. We may issue warrants independently or together with our common stock, preferred stock, depositary shares and/or debt securities, and the warrants may be attached to, or separate from, those securities.

The warrants will be evidenced by warrant certificates issued under one or more warrant agreements, which are contracts between us and an agent for the holders of the warrants. In this prospectus, we have summarized certain general features of the warrants. We urge you, however, to read the prospectus supplements related to the series of warrants being offered, as well as the complete warrant agreements and warrant certificates that contain the terms of the warrants. Complete warrant agreements and warrant certificates containing the terms of the warrants being offered will be incorporated by reference into the registration statement of which this prospectus is a part.

Financial Ratios

The following table sets forth our consolidated ratios of earnings to fixed charges for the periods shown:

	Years Ended December 31,				
	2000	2001	2002	2003	2004
Ratio of earnings to fixed charges(1)	0.54	2.39	6.50	4.43	2.63
Ratio of earnings to combined fixed charges and preferred stock dividends	0.52	2.28	6.45	4.43	2.63

- (1) Deficiency in the year 2000 for the ratio of earnings to fixed charges and the ratio of earnings to combined fixed charges and preferred stock dividends is \$36,781,000 and \$39,681,000, respectively.

The ratios of earnings to fixed charges were computed by dividing earnings by fixed charges. The ratios of earnings to combined fixed charges and preferred stock dividends were computed by dividing earnings as adjusted by fixed charges and preferred stock dividends. The ratios for periods prior to October 1, 2004 include the historical amounts of New Century TRS. For this purpose, earnings consist of (a) pre-tax income (loss) from continuing operations before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees plus (b) fixed charges. Fixed charges consist of interest expense and that portion of rental expense considered to be a reasonable estimate of the interest factor.

Table of Contents

RISK FACTORS

You should carefully consider the risks described below before making an investment decision. Any of these risks could harm our results of operations, financial condition and business prospects. This prospectus and the documents incorporated herein by reference also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus and in documents incorporated by reference into this prospectus. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

RISKS RELATED TO OUR BUSINESS

We are dependent on external sources of financing, and if we are unable to maintain adequate financing sources, our earnings and our financial position will suffer and jeopardize our ability to continue operations.

Our ability to make payments on indebtedness and to refinance indebtedness when necessary will depend on our financial and operating performance, each of which is subject to prevailing economic conditions and to financial, business, legislative and regulatory factors and other factors beyond our control.

To qualify as a REIT under the Internal Revenue Code, or the Code, we generally are required each year to distribute to our stockholders at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gains). After-tax earnings generated by our taxable REIT subsidiaries and not distributed to us are not subject to these distribution requirements and may be retained by such subsidiaries to provide for future growth, subject to the limitations imposed by REIT tax rules. We conduct a substantial amount of our business through our taxable REIT subsidiaries. We cannot be certain that we will have access to funds to meet the REIT distribution and other qualification requirements. We may be required to borrow funds from one of our corporate subsidiaries or a third party on a short-term basis or liquidate investments to meet the distribution requirements that are necessary to qualify as a REIT, even if management believes that it is not in our best interests to do so. If we do not have access to the necessary funds, we may have to raise capital at inopportune times or borrow funds on unfavorable terms.

In addition, we require substantial cash to support our operating activities and growth plans in our taxable REIT subsidiaries. As part of our growth plan, we intend to obtain financing by accessing the capital markets. Our primary sources of cash for our loan origination activities are our warehouse and aggregation credit facilities, our asset-backed commercial paper facility and the proceeds from the sales and securitizations of our loans. From time to time, we finance our residual interests in securitization transactions through the sale of net interest margin securities, or NIMS; however, we have not recently relied on NIMS financing as much as we have in prior years. As of December 31, 2004, we had 11 short-term warehouse and aggregation credit facilities and our asset-backed commercial paper facility that provided us with approximately \$10.2 billion of committed and \$1.9 billion of uncommitted borrowing capacity to fund loan originations and purchases pending the pooling and sale of such loans. If we cannot maintain or replace these facilities on comparable terms and conditions, we may incur substantially higher interest expense that would reduce our profitability.

During volatile times in the capital and secondary markets, access to warehouse, aggregation and residual financing as well as access to the securitization and secondary markets for the sale of our loans has been severely constricted. Subject to the limitations imposed by REIT tax rules, our taxable REIT subsidiaries are permitted to retain the after-tax income they generate. We may, at some point in the future, borrow funds from one or more of our corporate subsidiaries upon terms that are similar to those that a third-party lender would require, or actually

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

obtain a third-party loan for some portion of the required financing amount and then replicate the third-party loan terms in the intercompany borrowing. However, if we are unable to maintain adequate financing or other sources of capital are not available, we would be forced to suspend or curtail our operations, which would harm our

Table of Contents

results of operations, financial condition and business prospects. Similarly, we may be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional debt or equity securities.

We face intense competition that could harm our market share and our revenues.

We face intense competition from finance and mortgage banking companies and from Internet-based lending companies. In addition, certain government-sponsored entities, such as Fannie Mae and Freddie Mac, are also expanding their participation in the subprime mortgage industry. These government-sponsored entities have a size and cost-of-funds advantage that allows them to purchase loans with lower rates or fees than we are willing to offer. While the government-sponsored entities presently do not have the legal authority to originate mortgage loans, including subprime loans, they do have the authority to buy loans. A material expansion of their involvement in the market to purchase subprime loans could change the dynamics of the industry by virtue of their sheer size, pricing power and the inherent advantages of a government charter. In addition, if as a result of their purchasing practices, these government-sponsored entities experience significantly higher-than-expected losses, such experience could harm the overall investor perception of the subprime mortgage industry.

Certain large finance companies and conforming mortgage originators also originate subprime mortgage loans to customers similar to the borrowers we serve. Competitors with lower costs of capital have a competitive advantage over us. In addition, establishing a wholesale lending operation such as ours requires a relatively small commitment of capital and human resources. This low barrier to entry permits new competitors to enter our markets quickly and compete with our wholesale lending business. If these competitors are able to attract some of our key employees and disrupt our broker relationships, it could harm our results of operations, financial condition and business prospects.

Some thrifts, national banks and their operating subsidiaries are also expanding their subprime mortgage lending activities. By virtue of their charters, these institutions are exempt from complying with many of the state and local laws that affect our operations. For example, they are permitted to offer loans with prepayment charges in many jurisdictions where we cannot. If more of these federally chartered institutions are able to use their preemptive ability to provide more competitive pricing and terms than we can offer, it could harm our results of operations, financial condition and business prospects. We may also be forced to expand our operations at a pace that does not allow us to attract a sufficient number of employees with the capability to ensure we are in compliance with the numerous complex regulations applicable to our business as well as to enable us to provide high quality customer service and this could harm our results of operations, financial condition and business prospects.

In addition, to the extent we purchase mortgage loans or mortgage-related assets from third parties, we will compete with other REITs, investment banking firms, savings and loan associations, banks, insurance companies, other lenders and other entities that purchase mortgage loans or mortgage-backed securities, many of which have greater financial resources than we do. As a result, we may not be able to acquire sufficient mortgage-related assets with favorable yields over our borrowing costs, which could harm our results of operations, financial condition and business prospects.

The intense competition in the subprime mortgage industry has also led to rapid technological developments, evolving industry standards and frequent releases of new products and enhancements. As mortgage products are offered more widely through alternative distribution channels, such as the Internet, we may be required to make significant changes to our current wholesale and retail structures and information systems to compete effectively. Our inability to continue enhancing our current Internet capabilities, or to adapt to other technological changes in the industry, could harm our results of operations, financial condition and business prospects.

Table of Contents

A prolonged economic slowdown or a lengthy or severe recession could harm our operations, particularly if it results in a decline in the real estate market.

The risks associated with our business are more acute during periods of economic slowdown or recession because these periods may be accompanied by decreased demand for consumer credit and declining real estate values. Declining real estate values reduce the ability of borrowers to use home equity to support borrowings because they reduce the LTV of the home equity collateral. In addition, because we make a substantial number of loans to credit-impaired borrowers, the actual rates of delinquencies, foreclosures and losses on these loans could be higher during economic slowdowns. Any sustained period of increased delinquencies, foreclosures or losses could harm our ability to sell loans, the prices we receive for our loans, or the values of our mortgage loans held for investment or our residual interests in securitizations, which could harm our results of operations, financial condition and business prospects.

Our earnings may decrease because of increases or decreases in interest rates.

Our profitability may be directly affected by changes in interest rates. The following are some of the risks we face related to an increase in interest rates:

When we securitize loans, the value of the residual interests we retain and the income we receive from the securitizations structured as financings are based primarily on the London Inter-Bank Offered Rate, or LIBOR. This is because the interest on the underlying mortgage loans is based on fixed rates payable on the underlying loans for the first two or three years from origination while the holders of the applicable securities are generally paid based on an adjustable LIBOR-based yield. Therefore, an increase in LIBOR reduces the net income we receive from, and the value of, these mortgage loans and residual interests.

Our adjustable-rate mortgage loans have periodic and lifetime interest rate caps above which the interest rate on the loans may not rise. In the event of general interest rate increases, the rate of interest on these mortgage loans could be limited, while the rate payable on the senior certificates representing interests in a securitization trust into which these loans are sold may be uncapped. This would reduce the amount of cash we receive over the life of the loans in securitizations structured as financings and our residual interests, and could require us to reduce the carrying value of our residual interests.

An interest rate increase may harm our earnings by reducing the spread between the interest we receive on our mortgage loans and our funding costs.

A substantial and sustained increase in interest rates could harm our loan origination volume because refinancings of existing loans, including cash-out refinancings and interest rate-driven refinancings, would be less attractive and qualifying for a purchase loan may be more difficult. Lower origination volume may harm our earnings by reducing origination income, net interest income and gain on sale of loans.

During periods of rising interest rates, the value and profitability of our loans may be harmed between the date of origination or purchase and the date we sell or securitize the loans.

A substantial and sustained increase in interest rates could increase the delinquency and default rates on the adjustable-rate mortgage loans that we originate and hold because the borrowers' monthly payments under such loans may increase beyond the borrowers' ability to pay. High delinquencies or losses may decrease our cash flows or impair our ability to sell or securitize loans in the future, which could harm our results of operations, financial condition and business prospects.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

We are also subject to risks from decreasing interest rates. For example, a significant decrease in interest rates could increase the rate at which loans are prepaid, which also could require us to reduce the carrying value of our residual interests. Moreover, if prepayments are greater than expected, the cash we receive over the life of our residual interests would be reduced. Higher-than-expected prepayments could also harm the value of our servicing portfolio. Therefore, any such changes in interest rates could harm our results of operations, financial condition and business prospects.

Table of Contents

Our reliance on cash-out refinancings as a significant source of our origination volume increases the risk that our earnings will be harmed if the demand for this type of refinancing declines.

During the year ended December 31, 2004, approximately 59.5% of our loan production volume consisted of cash-out refinancings. Our reliance on cash-out refinancings as a significant source of our origination volume increases the risk that our earnings will be reduced if interest rates rise and the prices of homes decline, which would reduce the demand and production volume for this type of refinancing. A substantial and sustained increase in interest rates could significantly reduce the number of borrowers who would qualify or elect to pursue a cash-out refinancing and result in a decline in that origination source. Similarly, a decrease in home prices would reduce the amount of equity available to be borrowed against in cash-out refinancings and result in a decrease in our loan production volume from that origination source. Therefore, our reliance on cash-out refinancings as a significant source of our origination volume could harm our results of operations, financial condition and business prospects.

The loans we originate and hold are subprime, rather than prime, and generally have delinquency and default rates higher than prime loans, which could result in higher loan losses.

Subprime mortgage loans generally have higher delinquency and default rates than prime mortgage loans. Delinquency interrupts the flow of projected interest income from a mortgage loan, and default can ultimately lead to a loss if the net realizable value of the real property securing the mortgage loan is insufficient to cover the principal and interest due on the loan. Also, our cost of financing and servicing a delinquent or defaulted loan is generally higher than for a performing loan. We bear the risk of delinquency and default on loans beginning when we originate them. In whole loan sales, our risk of delinquency typically only extends to the first payment, but when we securitize any of our loans, we continue to be exposed to delinquencies and losses through our residual interests and the loans underlying our securitizations structured as financings. We are required to establish reserves based on our anticipated delinquencies and losses. We also re-acquire the risks of delinquency and default for loans that we are obligated to repurchase. We attempt to manage these risks with risk-based loan pricing and appropriate underwriting policies and loan collection methods. However, we cannot be certain that such management policies will be successful and, if such policies and methods are insufficient to control our delinquency and default risks and do not result in appropriate loan pricing and appropriate loss reserves, our business, financial condition, liquidity and results of operations could be harmed. As of December 31, 2004, the delinquency rate on mortgage loans that were 60 days or more past due and that we previously securitized in transactions structured as financings or sales was 3.00%. The expected cumulative loss rate on these loans as of December 31, 2004, was approximately 3.87% on mortgage loans underlying our residual interests in securitizations and serviced by others, and 2.59% on our mortgage loans held for investment, which we service on our own platform. The expected cumulative loss rate is determined as the historical cumulative loss rates of more aged loans plus the expected cumulative loss rates on newer loans that have experienced immaterial losses through December 31, 2004.

The geographic concentration of our mortgage loan originations increases our exposure to risks in those areas, especially California.

Over-concentration of our loan originations in any one geographic area increases our exposure to the economic and natural hazard risks associated with that area. For example, in the year ended December 31, 2004, approximately 41.1% of the aggregate principal amount of our mortgage loans were secured by property located in California. Certain parts of California have experienced an economic downturn in the past and have suffered the effects of certain natural hazards. Declines in the residential real estate markets in which we are concentrated may reduce the values of the properties collateralizing our mortgages, increase the risk of delinquency, foreclosure, bankruptcy, or losses and could harm our results of operations, financial condition and business prospects. Furthermore, if borrowers are not insured for natural disasters, which are typically not covered by standard hazard insurance policies, then they may not be able to repair the property or may stop paying their mortgages if the property is damaged. A natural disaster that results in a significant number of delinquencies

Table of Contents

would cause increased foreclosures and decrease our ability to recover losses on properties affected by such disasters and would harm our results of operations, financial condition and business prospects.

Likewise, the secondary market pricing for pools of loans that are not geographically diverse is typically less favorable than for a diverse pool. Our inability to originate or purchase geographically diverse pools of loans could harm our results of operations, financial condition and business prospects.

An interruption or reduction in the securitization and whole loan markets would harm our financial position.

We are dependent on the securitization market for the sale of our loans because we securitize loans directly and many of our whole loan buyers purchase our loans with the intention to securitize them. The securitization market is dependent upon a number of factors, including general economic conditions, conditions in the securities market generally and conditions in the asset-backed securities market specifically. In addition, poor performance of our previously securitized loans could harm our access to the securitization market. Accordingly, a decline in the securitization market or a change in the market's demand for our loans could harm our results of operations, financial condition and business prospects.

If we make any acquisitions, we will incur a variety of costs and may never realize the anticipated benefits.

If appropriate opportunities become available, we may attempt to acquire businesses that we believe are a strategic fit with our business. We currently have no agreements to consummate any material acquisitions. If we pursue any such transaction, the process of negotiating the acquisition and integrating an acquired business may result in operating difficulties and expenditures and may require significant management attention that would otherwise be available for ongoing development of our business, whether or not any such transaction is ever consummated. Moreover, we may never realize the anticipated benefits of any acquisition. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could harm our results of operations, financial condition and business prospects.

Our earnings from holding mortgage-backed securities or government securities may be harmed by changes in the level of interest rates, changes to the difference between short and longer term interest rates, changes to the difference between interest rates for these securities compared to other debt instruments, and an absence of or reduction in the availability, at favorable terms, of repurchase financing and other liquidity sources typically utilized by mortgage REITs.

From time to time, we may purchase mortgage-backed securities or government securities from third parties in order to comply with the income and asset tests necessary to maintain our REIT status. The value of, and return on, the mortgage-backed securities and government securities we hold will be affected by changes in the marketplace for such securities, as well as prepayment speeds in the case of mortgage-backed securities, and may be volatile and significantly different than projected. The securities that we hold may produce large losses instead of the income incorporated into our projections. The impact of changes in the marketplace for these securities on our results may be magnified because these holdings could be highly leveraged. Additionally, much of the financing we will use to hold these securities may be cancelable by our lenders on short notice. If our lenders cease providing financing to us on favorable terms, we would be forced to liquidate some or all of these securities, possibly at a substantial loss, which could harm our financial condition, results of operations and business prospects.

A material difference between the assumptions used in the determination of the value of our residual interests and our actual experience could harm our financial position.

As of December 31, 2004, the value on our balance sheet of our residual interests from securitization transactions was \$148.0 million. The value of these residuals is a function of the delinquency, loss, prepayment

Table of Contents

speed and discount rate assumptions we use. It is extremely difficult to validate the assumptions we use in valuing our residual interests. In the future, if our actual experience differs materially from these assumptions, our cash flow, financial condition, results of operations and business prospects may be harmed.

New legislation could restrict our ability to make mortgage loans, which could harm our earnings.

Several states and cities are considering or have passed laws, regulations or ordinances aimed at curbing predatory lending practices. The federal government is also considering legislative and regulatory proposals in this regard. In general, these proposals involve lowering the existing federal Homeownership and Equity Protection Act thresholds for defining a high-cost loan, and establishing enhanced protections and remedies for borrowers who receive such loans. However, many of these laws and rules extend beyond curbing predatory lending practices to restrict commonly accepted lending activities, including some of our activities. For example, some of these laws and rules prohibit any form of prepayment charge or severely restrict a borrower's ability to finance the points and fees charged in connection with the borrower's loan. In addition, some of these laws and regulations provide for extensive assignee liability for warehouse lenders, whole loan buyers and securitization trusts. Because of enhanced risk and for reputational reasons, many whole loan buyers elect not to purchase any loan labeled as a high cost loan under any local, state or federal law or regulation. Accordingly, these laws and rules could severely constrict the secondary market for a significant portion of our loan production. This would effectively preclude us from continuing to originate loans that fit within the newly defined thresholds. For example, after the October 1, 2002 effective date of the Georgia Fair Lending Act, our lenders and secondary market buyers refused to finance or purchase our Georgia loans. As a result, we were forced to cease providing mortgages in Georgia until the law's amendment a few months later.

Similar laws have gone into effect in New Jersey, New Mexico and Massachusetts that have impacted our ability to originate loans in those states. Moreover, some of our competitors who are, or are owned by, national banks or federally chartered thrifts may not be subject to these laws and may, therefore, be able to capture market share from us and other lenders. For example, the Office of the Comptroller of the Currency issued regulations effective January 7, 2004 that preempt state and local laws that seek to regulate mortgage lending practices by national banks. Passage of such state and local laws could increase compliance costs and reduce fee income and origination volume, all of which could harm our results of operations, financial condition and business prospects.

We are no longer able to rely on the Alternative Mortgage Transactions Parity Act to preempt certain state law restrictions on prepayment penalties, which could harm our earnings.

The value of a mortgage loan depends, in part, upon the expected period of time that the mortgage loan will be outstanding. If a borrower pays off a mortgage loan in advance of this expected period, the holder of the mortgage loan does not realize the full value expected to be received from the loan. A prepayment penalty payable by a borrower who repays a loan earlier than expected helps offset the reduction in value resulting from the early payoff. Consequently, the value of a mortgage loan is enhanced to the extent the loan includes a prepayment penalty, and a mortgage lender can offer a lower interest rate and/or lower loan fees on a loan which has a prepayment penalty. Prepayment penalties are an important feature used to obtain value on the loans we originate.

Certain state laws restrict or prohibit prepayment penalties on mortgage loans and, until July 2003, we relied on the federal Alternative Mortgage Transactions Parity Act, or the Parity Act, and related rules issued in the past by the Office of Thrift Supervision, or OTS, to preempt state limitations on prepayment penalties. The Parity Act was enacted to extend to financial institutions, like us, which are not federally chartered depository institutions, the federal preemption that federally chartered depository institutions enjoy. However, in September 2002, the OTS released a rule that reduced the scope of the Parity Act preemption and, as a result, we are no longer able to rely on the Parity Act to preempt state restrictions on prepayment penalties. The elimination of this federal preemption has required us to comply with state restrictions on prepayment penalties. These restrictions prohibit us from charging any prepayment penalty in six states and limit the amount or other terms and

conditions of our

Table of Contents

prepayment penalties in several other states. This places us at a competitive disadvantage relative to financial institutions that will continue to enjoy federal preemption of such state restrictions. Such institutions are able to charge prepayment penalties without regard to state restrictions and, as a result, may be able to offer loans with interest rate and loan fee structures that are more attractive than the interest rate and loan fee structures that we are able to offer. This competitive disadvantage could harm our results of operations, financial condition and business prospects.

The scope of our lending operations exposes us to risks of noncompliance with an increasing and inconsistent body of complex laws and regulations at the federal, state and local levels.

Because we are authorized to originate mortgage loans in all 50 U.S. states, we must comply with the laws and regulations, as well as judicial and administrative decisions, for all of these jurisdictions, as well as an extensive body of federal law and regulations. The volume of new or modified laws and regulations has increased in recent years, and individual cities and counties have begun to enact laws that restrict subprime loan origination activities in those cities and counties. The laws and regulations of each of these jurisdictions are different, complex and, in some cases, in direct conflict with each other. As our operations continue to grow, it may be more difficult to comprehensively identify, to accurately interpret and to properly program our technology systems and effectively train our personnel with respect to all of these laws and regulations, thereby potentially increasing our exposure to the risks of noncompliance with these laws and regulations.

Our failure to comply with these laws can lead to:

civil and criminal liability;

loss of licensure;

damage to our reputation in the industry;

inability to sell or securitize our loans;

demands for indemnification or loan repurchases from purchasers of our loans;

finances and penalties and litigation, including class action lawsuits; or

administrative enforcement actions.

Any of these results could harm our results of operations, financial condition and business prospects.

If warehouse lenders and securitization underwriters face exposure stemming from legal violations committed by the companies to whom they provide financing or underwriting services, this could increase our borrowing costs and harm the market for whole loans

and mortgage-backed securities.

In June 2003, a California jury found a warehouse lender and securitization underwriter liable in part for fraud on consumers committed by a lender to whom it provided financing and underwriting services. The jury found that the investment bank was aware of the fraud and substantially assisted the lender in perpetrating the fraud by providing financing and underwriting services that allowed the lender to continue to operate, and held the bank liable for 10% of the plaintiff's damages. This is the first case we know of in which an investment bank was held partly responsible for violations committed by the bank's mortgage lender customer. If other courts or regulators adopt this theory, investment banks may face increased litigation as they are named as defendants in lawsuits and regulatory actions against the mortgage companies with which they do business. Some investment banks may exit the business, charge more for warehouse lending or reduce the prices they pay for whole loans in order to build in the costs of this potential litigation. This could, in turn, harm our results of operations, financial condition and business prospects.

Table of Contents

If lenders are prohibited from originating loans in the State of Illinois with fees in excess of 3% where the interest rate exceeds 8%, this could force us to curtail operations in Illinois.

In March 2004, an Illinois Court of Appeals found that the Illinois Interest Act, which caps fees at 3% for loans with an interest rate in excess of 8%, is not preempted by federal law. This ruling contradicts the view of the Federal Circuit Courts of Appeal, most state courts, the OTS and the Illinois Office of the Attorney General. In November 2004, the Illinois Supreme Court decided to consider an appeal to this case. If this ruling is not overturned, we may reduce operations in Illinois since it will reduce the return we and our investors can expect on higher risk loans. Moreover, as a result of this ruling, plaintiffs are filing actions against lenders, including us, seeking various forms of relief as a result of any fees received in the past that exceeded the applicable thresholds. Any such actions, if decided against us, could harm our results of operations, financial condition and business prospects.

High delinquencies or losses on the mortgage loans in our securitizations may decrease our cash flows or impair our ability to sell or securitize loans in the future.

Loans we make to lower credit grade borrowers, including credit-impaired borrowers, entail a higher risk of delinquency and higher losses than loans we make to borrowers with better credit. Most of our loans are made to borrowers who do not qualify for loans from conventional mortgage lenders. No assurance can be given that our underwriting criteria or methods will afford adequate protection against the higher risks associated with loans made to lower credit grade borrowers. We continue to be subject to risks of default and foreclosure following the sale of loans through securitization. To the extent such losses are greater than expected, the cash flows we receive through residual interests and from our securitizations structured as financings would be reduced. Increased delinquencies or losses may also reduce our ability to sell or securitize loans in the future. Any such reduction in our cash flows or impairment in our performance could harm our results of operations, financial condition and business prospects.

Our interest-only loans may have a higher risk of default than our fully-amortizing loans.

During the year ended December 31, 2004, originations of interest-only loans totaled \$8.1 billion, or 19.3%, of total originations. These interest-only loans require the borrowers to make monthly payments only of accrued interest for the first 24, 36 or 120 months following origination. After such interest-only period, the borrower's monthly payment is recalculated to cover both interest and principal so that the mortgage loan will amortize fully prior to its final payment date. The interest-only feature may reduce the likelihood of prepayment during the interest-only period due to the smaller monthly payments relative to a fully-amortizing mortgage loan. If the monthly payment increases, the related borrower may not be able to pay the increased amount and may default or may refinance the related mortgage loan to avoid the higher payment. Because no principal payments may be made on such mortgage loans for an extended period following origination, if the borrower defaults, the unpaid principal balance of the related mortgage loan will be greater than otherwise would be the case, increasing the risk of loss in that situation.

The loss of our exemption under the Investment Company Act would harm us and the market price of our shares of common stock and our ability to make distributions to our stockholders.

We are not currently regulated as an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act, and we intend to operate so as to not become regulated as an investment company under the Investment Company Act. For example, we intend to qualify for an exemption under the Investment Company Act that is available to companies that are primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate. Specifically, we intend to invest at least 55% of

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

our assets in mortgage loans or mortgage-related assets securities that represent the entire ownership in a pool of mortgage loans and at least an additional 25% of our assets in mortgages, mortgage-related assets securities, securities of REITs and other real estate-related assets. As of December 31, 2004, 69% of our assets consisted of mortgage loans or mortgage-related assets that represent the entire ownership in a pool of mortgage loans and another 21% of our assets were invested in mortgages, mortgage-related assets, securities of REITs and other real estate-related assets.

Table of Contents

If we fail to qualify for that exemption, we may be required to restructure our activities. For example, if the market value of our investments in equity securities were to increase by an amount that caused less than 55% of our assets to be invested in mortgage loans or mortgage-related assets that represent the entire ownership in a pool of mortgage loans, we might have to sell equity securities in order to qualify for an exemption under the Investment Company Act. In the event we must restructure our activities, such restructuring could harm our results of operations, financial condition and business prospects.

Our inability to realize cash proceeds from loan sales and securitizations in excess of the loan acquisition cost could harm our financial position.

The net cash proceeds received from loan sales consist of the premiums we receive on sales of loans in excess of the outstanding principal balance, plus the cash proceeds we receive from securitizations structured as sales, minus the discounts on loans that we have to sell for less than the outstanding principal balance. If we are unable to originate loans at a cost lower than the cash proceeds realized from loan sales, such inability could harm our results of operations, financial condition and business prospects.

Our credit facilities are subject to margin calls based on the lender's opinion of the value of our loan collateral. An unanticipated large margin call could harm our liquidity.

The amount of financing we receive under our credit facilities depends in large part on the lender's valuation of the mortgage loans that secure the financings. Each such facility provides the lender the right, under certain circumstances, to re-evaluate the loan collateral that secures our outstanding borrowings at any time. In the event the lender determines that the value of the loan collateral has decreased, it has the right to initiate a margin call. A margin call would require us to provide the lender with additional collateral or to repay a portion of the outstanding borrowings. Any such margin call could harm our liquidity, results of operations, financial condition and business prospects.

Our hedging strategies may not be successful in mitigating our risks associated with interest rates.

We use various derivative financial instruments to provide a level of protection against interest rate risks, but no hedging strategy can protect us completely. When rates change, we expect to record a gain or loss on derivatives, which would be offset by an inverse change in the value of loans or residual interests. Additionally, from time to time, we may enter into hedging transactions in connection with our holdings of mortgage-backed securities and government securities with respect to one or more of our assets or liabilities. Our hedging activities may include entering into interest rate swaps, caps and floors, options to purchase these items, and futures and forward contracts. Currently, we intend to primarily use Euro Dollar futures contracts and interest rate swap agreements to manage the interest rate risk of our portfolio of adjustable-rate mortgages; however, our actual hedging decisions will be determined in light of the facts and circumstances existing at the time and may differ from our currently anticipated hedging strategy. Any significant decrease in interest rates could result in a significant margin call, which would require us to provide the counterparty with additional cash collateral. Any such margin call could harm our liquidity, results of operations, financial condition and business prospects.

We cannot assure you that our use of derivatives will offset the risks related to changes in interest rates. There have been periods, and it is likely that there will be periods in the future, during which we will incur losses after accounting for our derivative financial instruments. The derivative financial instruments we select may not have the effect of reducing our interest rate risk. In addition, the nature and timing of hedging transactions may influence the effectiveness of these strategies. Poorly designed strategies or improperly executed transactions could actually increase our risk and losses. In addition, hedging strategies involve transaction and other costs. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses,

and such losses could harm our results of operations, financial condition and business prospects.

Table of Contents

Complying with REIT requirements may limit our ability to hedge interest rate risk effectively.

The existing REIT provisions of the Code substantially limit our ability to hedge mortgage-backed securities and government securities and related borrowings. Under these provisions, our aggregate gross income from qualified hedges (which generally include certain financial instruments used to hedge indebtedness incurred or to be incurred to acquire or carry real estate assets), together with any other income from certain non-qualifying sources, is limited to not more than 25% of our annual gross income. In addition, we must limit our aggregate gross income from non-qualified hedges, fees, and certain other non-qualifying sources to not more than 5% of our annual gross income. For taxable years beginning on or after January 1, 2005, we must meet certain additional identification and other requirements for hedges to be qualified, and qualified hedges generally will be excluded from income in applying the foregoing 5% test. As a result, we might in the future have to limit our use of advantageous hedging techniques or implement those hedges through a taxable REIT subsidiary. This could increase the cost of our hedging activities or leave us exposed to greater risks associated with changes in interest rates than we would otherwise want to bear, which could harm our results of operations, financial condition and business prospects.

A decline in the quality of servicing could lower the value of our residual interests and our ability to sell or securitize loans and could harm the cash flows from our securitizations structured as financings.

In March 2001, we sold to Ocwen Federal Bank FSB the servicing rights on \$4.8 billion of our servicing portfolio, which consisted of 25 separate asset-backed securities. In October 2002, we re-established our servicing platform. However, Ocwen continues to service the mortgage loans underlying our residual interests in transactions closed prior to 2003. Poor servicing and collections by third-party servicers could harm the value of our residual interests and our ability to sell or securitize loans, which could harm our results of operations, financial condition and business prospects. Likewise, poor servicing by our own servicing operation could harm the cash flows from our securitizations structured as financings, could hamper our ability to sell or securitize loans and could harm our results of operations, financial condition and business prospects.

The complex federal, state and municipal laws governing loan servicing activities could increase our exposure to the risk of noncompliance.

We service loans originated on a nationwide basis. Therefore, we must comply with the laws and regulations, as well as judicial and administrative decisions, of all relevant jurisdictions pertaining to loan servicing, as well as an extensive body of federal laws and regulations. The volume of new or modified laws and regulations has increased in recent years and, in addition, some individual municipalities have begun to enact laws that restrict loan servicing activities. The laws and regulations of each of these jurisdictions are different, complex and, in some cases, in direct conflict with each other. As our servicing operations continue to grow, it may be more difficult to comprehensively identify, to accurately interpret and to properly program our technology systems and effectively train our personnel with respect to all of these laws and regulations, thereby potentially increasing our exposure to the risks of noncompliance with the laws and regulations pertaining to loan servicing. Our failure to comply with these laws could lead to, among other things: (i) civil and criminal liability, including potential monetary penalties; (ii) legal defenses delaying or otherwise harming the servicer's ability to enforce loans, or giving the borrower the right to rescind or cancel the loan transactions; (iii) class action lawsuits; and (iv) administrative enforcement actions. This could harm our results of operations, financial condition and business prospects.

We are subject to losses due to fraudulent and negligent acts on the part of loan applicants, mortgage brokers, other vendors and our employees.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

When we originate mortgage loans, we rely heavily upon information supplied by third parties, including the information contained in the loan application, property appraisal, title information and employment and income documentation. If any of this information is intentionally or negligently misrepresented and such misrepresentation is not detected prior to loan funding, the value of the loan may be significantly lower than

Table of Contents

expected. Whether a misrepresentation is made by the loan applicant, the mortgage broker, another third party or one of our employees, we generally bear the risk of loss associated with the misrepresentation. A loan subject to a material misrepresentation is typically unsaleable or subject to repurchase if it is sold prior to detection of the misrepresentation, and the persons and entities involved are often difficult to locate and it is often difficult to collect any monetary losses that we have suffered from them.

We have controls and processes designed to help us identify misrepresented information in our loan origination operations. We cannot assure you, however, that we have detected or will detect all misrepresented information in our loan originations.

We may be subject to fines or other penalties based upon the conduct of our independent brokers.

The mortgage brokers from which we obtain loans have parallel and separate legal obligations to which they are subject. While these laws may not explicitly hold the originating lenders responsible for the legal violations of mortgage brokers, increasingly federal and state agencies have sought to impose such liability on parties that take assignments of such loans. Recently, for example, the United States Federal Trade Commission, or FTC, entered into a settlement agreement with a mortgage lender where the FTC characterized a broker that had placed all of its loan production with a single lender as the agent of the lender. The FTC imposed a fine on the lender in part because, as principal, the lender was legally responsible for the mortgage broker's unfair and deceptive acts and practices. The United States Justice Department in the past has sought to hold a subprime mortgage lender responsible for the pricing practices of its mortgage brokers, alleging that the mortgage lender was directly responsible for the total fees and charges paid by the borrower under the Fair Housing Act even if the lender neither dictated what the mortgage broker could charge nor kept the money for its own account. Accordingly, we may be subject to fines or other penalties based upon the conduct of our independent mortgage brokers.

Changes in the volume and cost of loans originated by our Wholesale Division may decrease our loan production and decrease our earnings.

We depend primarily on independent mortgage brokers and, to a lesser extent, on correspondent lenders for the origination and purchase of our wholesale mortgage loans, which constitute the majority of our loan production. These independent mortgage brokers have relationships with multiple lenders and are not obligated by contract or otherwise to do business with us. We compete with these lenders for the independent brokers' business on pricing, service, loan fees, costs and other factors. Competition from other lenders and purchasers of mortgage loans could negatively affect the volume and pricing of our wholesale loans, which could harm our results of operations, financial condition and business prospects.

If many of our borrowers become subject to the Servicemembers Civil Relief Act of 2003, our cash flows from our residual securities and our securitizations structured as financings may be harmed.

Under the Servicemembers Civil Relief Act, which in 2003 re-enacted the Soldiers and Sailors Civil Relief Act of 1940, a borrower who enters military service after the origination of the borrower's mortgage loan generally may not be charged interest above an annual rate of 6% during the period of the borrower's active duty status. The Servicemembers Civil Relief Act also applies to a borrower who was on reserve status and is called to active duty after origination of the mortgage loan. A prolonged, significant military mobilization as part of the war on terrorism or the war in Iraq could increase the number of the borrowers in our securitized pools who are subject to the Act and thereby reduce the interest payments collected from those borrowers. To the extent the number of borrowers who are subject to the Act is significant, the cash flows we receive from loans underlying our securitizations structured as financings and from our residual interests would be reduced, which could cause us to reduce the carrying value of our residual interests and could decrease our earnings. In addition, the Act imposes limitations that could

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

impair the ability of the servicer to foreclose on an affected mortgage loan during the borrower's period of active duty status, and, under certain circumstances, during an additional three month period thereafter. Any such reduction in our cash flows or impairment in our performance could harm our results of operations, financial condition and business prospects.

Table of Contents

The inability to attract and retain qualified employees could significantly harm our business.

We depend on our wholesale account executives and retail loan officers to attract borrowers by, among other things, developing relationships with financial institutions, other mortgage companies and brokers, real estate agents, borrowers and others. We believe that these relationships lead to repeat and referral business. The market for skilled account executives and loan officers is highly competitive and historically has experienced a high rate of turnover. In addition, if a manager is no longer employed by us, there is an increased likelihood that other members of his or her team will leave our employ as well. Competition for qualified account executives and loan officers may lead to increased hiring and retention costs. If we are unable to attract or retain a sufficient number of skilled account executives at manageable costs, we will be unable to continue to originate quality mortgage loans that we are able to sell for a profit, which would harm our results of operations, financial condition and business prospects.

Our management has limited experience operating a REIT and we cannot assure you that our management's past experience will be sufficient to successfully manage our business as a REIT.

The requirements for qualifying as a REIT are highly technical and complex. We have only recently begun to operate as a REIT and our management has limited experience in complying with the income, asset and other limitations imposed by the REIT provisions of the Code. Those provisions are complex and the failure to comply with those provisions in a timely manner could prevent us from qualifying as a REIT or could force us to pay unexpected taxes and penalties. In such event, our net income would be reduced and we could incur a loss, which could harm our results of operation, financial condition and business prospects.

An interruption in or breach of our information systems may result in lost business.

We rely heavily upon communications and information systems to conduct our business. Any failure or interruption or breach in security of our information systems or the third-party information systems on which we rely could cause underwriting or other delays and could result in fewer loan applications being received, slower processing of applications and reduced efficiency in loan servicing. We are required to comply with significant federal and state regulations with respect to the handling of customer information, and a failure, interruption or breach of our information systems could result in regulatory action and litigation against us. We cannot assure you that such failures or interruptions will not occur or if they do occur that they will be adequately addressed by us or the third parties on which we rely. The occurrence of any failures or interruptions could harm our results of operations, financial condition and business prospects.

The success and growth of our business will depend upon our ability to adapt to and implement technological changes.

Our mortgage loan origination business is currently dependent upon our ability to effectively interface with our brokers, borrowers and other third parties and to efficiently process loan applications and closings. The origination process is becoming more dependent upon technological advancement, such as the ability to process applications over the Internet, accept electronic signatures and provide process status updates instantly and other customer-expected conveniences that are cost-efficient to our process. In addition, we have recently implemented a new loan origination system. Becoming proficient with the new loan origination system and other new technology will require significant financial and personnel resources. There is no guarantee that the implementation of our new loan origination system or other new technology will be successful. To the extent that we become reliant on any particular technology or technological solution, we may be harmed to the extent that such technology or technological solution (i) becomes non-compliant with existing industry standards, (ii) fails to meet or exceed the capabilities of our competitors' equivalent technologies or technological solutions, (iii) becomes increasingly expensive to service, retain and update, or (iv) becomes subject to third-party claims of copyright or patent infringement. Any failure to acquire technologies or technological solutions when

necessary could limit our ability to remain competitive in our industry and could also limit our ability to increase the cost- efficiencies of our operating model, which would harm our results of operations, financial condition and business prospects.

Table of Contents

We may be required to repurchase mortgage loans or indemnify investors if we breach representations and warranties, which could harm our earnings.

When we sell loans, we are required to make customary representations and warranties about such loans to the loan purchaser. Our whole loan sale agreements require us to repurchase or substitute loans in the event we breach a representation or warranty given to the loan purchaser or make a misrepresentation during the mortgage loan origination process. In addition, we may be required to repurchase loans as a result of borrower fraud or in the event of early payment default on a mortgage loan. Likewise, we are required to repurchase or substitute loans if we breach a representation or warranty in connection with our securitizations. The remedies available to a purchaser of mortgage loans are generally broader than those available to us against the originating broker or correspondent. Further, if a purchaser enforces its remedies against us, we may not be able to enforce the remedies we have against the sellers. The repurchased loans typically can only be financed at a steep discount to their repurchase price, if at all. They are also typically sold at a significant discount to the unpaid principal balance. Significant repurchase activity could harm our cash flow, results of operations, financial condition and business prospects.

We are exposed to the risk of environmental liabilities with respect to properties to which we take title.

In the course of our business, we may foreclose and take title to residential properties and could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation, and cleanup costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we ever become subject to significant environmental liabilities, our cash flow, results of operations, financial condition and business prospects could be harmed.

If we do not manage our growth effectively, our financial performance could be harmed.

In recent years, we have experienced rapid growth that has placed, and will continue to place, certain pressures on our management, administrative, operational and financial infrastructure. As of December 31, 2000, we had approximately 1,500 employees and by December 31, 2004, we had approximately 5,200 employees. Many of these employees have a limited understanding of our systems and controls. The increase in the size of our operations may make it more difficult for us to ensure that we originate quality loans and that we service them effectively. We will need to attract and hire additional sales and management personnel in an intensely competitive hiring environment in order to preserve and increase our market share. At the same time, we will need to continue to upgrade and expand our financial, operational and managerial systems and controls.

Various factors may cause the market price of our common stock to become volatile, which could harm our ability to access the capital markets in the future.

The market price of our common stock may experience fluctuations that are unrelated to our operating performance. In particular, the market price of our common stock may be affected by general market price movements as well as developments specifically related to the consumer finance industry and the financial services sector. These could include, among other things, interest rate movements, quarterly variations or changes in financial estimates by securities analysts, or a significant reduction in the price of the stock of another participant in the consumer finance industry. This volatility may make it difficult for us to access the capital markets through additional secondary offerings of our common stock, regardless of our financial performance, and such difficulty may preclude us from being able to take advantage of certain business

opportunities or meet our obligations, which could, in turn, harm our results of operations, financial condition and business prospects.

Table of Contents

We may change our policies in ways that harm our financial condition or results of operations.

Our investment and financing policies and our policies with respect to other activities, including our growth, debt capitalization, distributions, REIT status and operating policies are determined by our board of directors. Our board of directors may change these policies at any time without a vote of our stockholders. A change in these policies might harm our financial condition, results of operations and business prospects.

Compliance with the Sarbanes-Oxley Act of 2002 and proposed and recently enacted changes in securities laws and regulations are likely to increase our costs.

The Sarbanes-Oxley Act of 2002 and rules and regulations promulgated by the Securities and Exchange Commission and the NYSE have increased the scope, complexity and cost of corporate governance, reporting and disclosure practices for public companies, including ourselves. These rules and regulations could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our audit committee.

Certain provisions of Maryland law and our charter and bylaws could hinder, delay or prevent a change in control of us.

Certain provisions of Maryland law and our charter and bylaws could have the effect of discouraging, delaying or preventing transactions that involve an actual or threatened change in control of us, and may have the effect of entrenching our management and members of our board of directors, regardless of performance. These provisions include the following:

Classified board of directors. Our board of directors is divided into three classes with staggered terms of office of three years each. The classification and staggered terms of office of our directors make it more difficult for a third party to gain control of our board of directors. At least two annual meetings of stockholders, instead of one, generally would be required to effect a change in a majority of our board of directors.

Removal of directors. Under our charter, subject to the rights of one or more classes or series of preferred stock to elect one or more directors, a director may be removed only for cause and only by the affirmative vote of at least two-thirds of all votes entitled to be cast by our stockholders generally in the election of directors.

Number of directors, board vacancies, term of office. Under our bylaws, we have elected to be subject to certain provisions of Maryland law which vest in the board of directors the exclusive right to determine the number of directors and the exclusive right, by the affirmative vote of a majority of the remaining directors, to fill vacancies on the board of directors, even if the remaining directors do not constitute a quorum. These provisions of Maryland law, which are applicable even if other provisions of Maryland law or the charter or bylaws provide to the contrary, also provide that any director elected to fill a vacancy shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred, rather than the next annual meeting of stockholders as would otherwise be the case, and until his or her successor is elected and qualified.

Limitation on stockholder requested special meetings. Our bylaws provide that our stockholders have the right to call a special meeting only upon the written request of the stockholders entitled to cast not less than a majority of all the votes entitled to be cast by our stockholders at such meeting.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Advance notice provisions for stockholder nominations and proposals. Our bylaws require advance written notice for stockholders to nominate persons for election as directors at, or to bring other business before, any meeting of our stockholders. This bylaw provision limits the ability of our stockholders to make nominations of persons for election as directors or to introduce other proposals unless we are notified in a timely manner prior to the meeting.

Exclusive authority of our board to amend our bylaws. Our bylaws provide that our board of directors has the exclusive power to adopt, alter or repeal any provision of our bylaws or to make new bylaws. Thus, our stockholders may not effect any changes to our bylaws.

Table of Contents

Preferred stock. Under our charter, our board of directors has authority to issue preferred stock from time to time in one or more series and to establish the terms, preferences and rights of any such series of preferred stock, all without approval of our stockholders.

Duties of directors with respect to unsolicited takeovers. Maryland law provides protection for Maryland corporations against unsolicited takeovers by limiting, among other things, the duties of the directors in unsolicited takeover situations. The duties of directors of Maryland corporations do not require them to (1) accept, recommend or respond to any proposal by a person seeking to acquire control of the corporation, (2) authorize the corporation to redeem any rights under, or modify or render inapplicable, any stockholders rights plan, (3) make a determination under the Maryland Business Combination Act or the Maryland Control Share Acquisition Act, or (4) act or fail to act solely because of the effect of the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the stockholders in an acquisition. Moreover, under Maryland law the act of the directors of a Maryland corporation relating to or affecting an acquisition or potential acquisition of control is not subject to any higher duty or greater scrutiny than is applied to any other act of a director. Maryland law also contains a statutory presumption that an act of a director of a Maryland corporation satisfies the applicable standards of conduct for directors under Maryland law.

Ownership limit. In order to preserve our status as a REIT under the Code, our charter generally prohibits any single stockholder, or any group of affiliated stockholders, from beneficially owning more than 9.8% in value or number of shares, whichever is more restrictive, of the aggregate of the outstanding shares of any class or series of our common stock unless the board of directors waives or modifies this ownership limit.

Maryland Business Combination Act. The Maryland Business Combination Act provides that unless exempted, a Maryland corporation may not engage in business combinations, including mergers, dispositions of 10% or more of its assets, certain issuances of shares of stock and other specified transactions, with an interested stockholder or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. An interested stockholder is generally a person owning or controlling, directly or indirectly, 10% or more of the voting power of the outstanding stock of a Maryland corporation. Our board of directors has adopted a resolution exempting us from this statute. However, our board of directors may repeal or modify this resolution in the future, in which case the provisions of the Maryland Business Combination Act will be applicable to business combinations between us and other persons.

Maryland Control Share Acquisition Act. Maryland law provides that control shares of a corporation acquired in a control share acquisition shall have no voting rights except to the extent approved by a vote of two-thirds of the votes eligible to be cast on the matter under the Maryland Control Share Acquisition Act. Control shares means shares of stock that, if aggregated with all other shares of stock previously acquired by the acquirer, would entitle the acquirer to exercise voting power in electing directors within one of the following ranges of the voting power: one tenth or more but less than one third, one third or more but less than a majority or a majority or more of all voting power. A control share acquisition means the acquisition of control shares, subject to certain exceptions. If voting rights of control shares acquired in a control share acquisition are not approved at a stockholders meeting, then subject to certain conditions and limitations, the issuer may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a stockholders meeting and the acquirer becomes entitled to vote a majority of the shares of stock entitled to vote, all other stockholders may exercise appraisal rights. Our bylaws contain a provision exempting acquisitions of our shares from the Maryland Control Share Acquisition Act. However, our board of directors may amend our bylaws in the future to repeal or modify this exemption, in which case any control shares acquired in a control share acquisition will be subject to the Maryland Control Share Acquisition Act.

Table of Contents

TAX RISKS RELATED TO OUR STATUS AS A REIT

Your investment has various federal income tax risks.

Although the provisions of the Code relevant to your investment are generally described in **Material U.S. Federal Income Tax Considerations**, we strongly urge you to consult with your own tax advisor concerning the effects of federal, state and local income tax law on an investment in our common stock and on your individual tax situation.

Our compliance with REIT requirements might cause us to forego otherwise attractive opportunities, including certain acquisitions.

In order to qualify as a REIT for U.S. federal income tax purposes, we must satisfy tests concerning, among other things, our sources of income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may also be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may cause us to forego opportunities, including certain acquisitions, we would otherwise pursue.

The tax imposed on REITs engaging in prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing loans, which would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property but including any mortgage loans held in inventory primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were to sell a loan or securitize the loans in a manner that was treated as a sale of such inventory for federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans other than through our taxable REIT subsidiaries and may limit the structures we utilize for our securitization transactions even though such sales or structures might otherwise be beneficial for us. In addition, this prohibition may limit our ability to restructure our portfolio of mortgage loans from time to time even if we believe it would be in our best interest to do so.

We will incur excess inclusion income that will increase the tax liability of our stockholders.

Our excess inclusion income will be allocated among our stockholders. A stockholder's share of excess inclusion income (i) would not be allowed to be offset by any net operating losses otherwise available to the stockholder, (ii) would be subject to tax as unrelated business taxable income in the hands of most types of stockholders that are otherwise generally exempt from federal income tax, and (iii) would result in the application of U.S. federal income tax withholding at the maximum rate (30%), without reduction for any otherwise applicable income tax treaty, to the extent allocable to most types of foreign stockholders. See **Material U.S. Federal Income Tax Considerations Taxable Mortgage Pools and REMICs**. The manner in which excess inclusion income would be allocated among shares of different classes of our stock or how such income is to be reported to stockholders is not clear under current law. Tax-exempt investors, foreign investors, and taxpayers with net operating losses should carefully consider the tax consequences described above and are urged to consult their tax advisors in connection with their decision to invest in New Century common stock.

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Excess inclusion income is generated when we issue debt obligations with two or more maturities and the terms of the payments on these obligations bear a relationship to the payments that we received on our mortgage loans or mortgage-backed securities securing those debt obligations. Since electing to be taxed as a REIT, we

Table of Contents

have engaged in non-REMIC CMO securitizations. These CMO securitizations have been structured so that these borrowings will give rise to excess inclusion income, and it is probable that future CMO securitizations will be structured in a similar manner. We may also enter into various repurchase agreements that have differing maturity dates and afford the lender the right to sell any pledged mortgage securities if we default on our obligations. Excess inclusion income could also result if we were to hold a residual interest in a REMIC. Finally, we may invest in equity securities of other REITs and it is possible that we might receive excess inclusion income from those investments. The amount of excess inclusion income in any given year from these activities, transactions and investments could be significant.

Even if we qualify as a REIT, the income earned by our taxable REIT subsidiaries will be subject to federal income tax and we could be subject to an excise tax on non-arm s-length transactions with our taxable REIT subsidiaries.

Our taxable REIT subsidiaries, including New Century TRS and its subsidiaries, expect to earn income from activities that are prohibited for REITs, and will owe income taxes on the taxable income from these activities. For example, we expect that New Century TRS and its subsidiaries will earn income from our loan origination and sales activities, as well as from other origination and servicing functions, which would generally not be qualifying income for purposes of the gross income tests applicable to REITs or might otherwise be subject to adverse tax liability if the income were generated by a REIT. New Century TRS and its subsidiaries will be taxable as C corporations and will be subject to federal, state and local income tax at the applicable corporate rates on their taxable income, notwithstanding our qualification as a REIT.

In the event that any transactions between us and New Century TRS and its subsidiaries are not conducted on an arm s-length basis, we could be subject to a 100% excise tax on certain amounts from such transactions. We believe that all such transactions will be conducted on an arm s-length basis, but there can be no assurance that the Internal Revenue Service, or the IRS, will not successfully contest the arm s-length nature of such transactions or that we will otherwise be able to avoid application of the 100% excise tax. Any such tax could affect our overall profitability and the amounts of cash available to make distributions.

We may, at some point in the future, borrow funds from one or more of our corporate subsidiaries. Although any such intercompany borrowings will be structured so as to constitute indebtedness for all tax purposes, no assurance can be given that the IRS will not challenge such arrangements, in which case the borrowing may be recharacterized as a dividend distribution to us by our subsidiary. Any such recharacterization may cause us to fail one or more of the REIT requirements.

We may be harmed by changes in tax laws applicable to REITs or the reduced 15% tax rate on certain corporate dividends may harm us.

Changes to the laws and regulations affecting us, including changes to securities laws and changes to the Code applicable to the taxation of REITs, may harm our business. New legislation may be enacted into law or new interpretations, rulings or regulations could be adopted, any of which could harm us and our stockholders, potentially with retroactive effect.

Generally, dividends paid by REITs are not eligible for the 15% U.S. federal income tax rate on certain corporate dividends, with certain exceptions discussed under the caption Material U.S. Federal Income Tax Considerations Taxation of U.S. Holders of our Common Stock. The more favorable treatment of regular corporate dividends could cause domestic non-corporate investors to consider stocks of other corporations that pay dividends as more attractive relative to stocks of REITs. It is not possible to predict whether the reduced 15% tax rate on certain corporate dividends will affect the market price of our common stock or what the effect will be.

Table of Contents

We may be unable to comply with the requirements applicable to REITs or compliance with such requirements could harm our financial condition.

We intend to qualify as a REIT under the Code, which will afford us significant tax advantages. The requirements for this qualification, however, are highly technical and complex and our management has limited experience in operating a REIT. Even a technical or inadvertent mistake could jeopardize our REIT status. The determination that we qualify as a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control. For example, to qualify as a REIT, at least 75% of our gross income must come from real estate sources and 95% of our gross income must come from real estate sources and certain other sources that are itemized in the REIT tax laws, mainly interest and dividends. We are subject to various limitations on our ownership of securities, including a limitation that the value of our investment in taxable REIT subsidiaries, including New Century TRS and its subsidiaries, cannot exceed 20% of our total assets at the end of any calendar quarter. In addition, at the end of each calendar quarter, at least 75% of our assets must be qualifying real estate assets, government securities and cash and cash items. The need to comply with these asset ownership requirements may cause us to acquire other assets that are qualifying real estate assets for purposes of the REIT requirements (for example, interests in other mortgage loan portfolios or mortgage-related assets) but are not part of our overall business strategy and might not otherwise be the best investment alternative for us. Moreover, we may be unable to acquire sufficient qualifying REIT assets, due to our inability to obtain adequate financing or otherwise, in which case we may fail to qualify as a REIT.

To qualify as a REIT, we must distribute to our stockholders with respect to each year at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and by excluding any net capital gain). After-tax earnings generated by our taxable REIT subsidiaries and not distributed to us are not subject to these distribution requirements and may be retained by such subsidiaries to provide for future growth, subject to the limitations imposed by REIT tax rules. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under federal tax laws. We could be required to borrow funds on a short-term basis even if conditions are not favorable for borrowing, or to sell loans from our portfolio potentially at disadvantageous prices, to meet the REIT distribution requirements and to avoid corporate income tax and the 4% nondeductible excise tax. These alternatives could harm our financial condition and could reduce amounts available to originate mortgage loans.

If we fail to qualify or remain qualified as a REIT, our distributions will not be deductible by us, and we will be subject to federal income tax on our taxable income. This would substantially reduce our earnings and our cash available to make distributions. The resulting tax liability, in the event of our failure to qualify as a REIT, might cause us to borrow funds, liquidate some of our investments or take other steps that could negatively affect our operating results. Moreover, if our REIT status is terminated because of our failure to meet a technical REIT requirement or if we voluntarily revoke our election, we generally would be disqualified from electing treatment as a REIT for the four taxable years following the year in which REIT status is lost.

In order to maintain our compliance with the REIT requirements, not more than 20% of the value of our total assets may be represented by the securities of one or more taxable REIT subsidiaries at the close of any calendar quarter.

To qualify as a REIT, not more than 20% of the value of our total assets may be represented by the securities of one or more taxable REIT subsidiaries at the close of any calendar quarter, subject to a 30-day cure period following the close of the quarter and, for taxable years beginning on or after January 1, 2005, subject to certain relief provisions even after the 30-day cure period. If the IRS determines that the value of our investment in New Century TRS and our other taxable REIT subsidiaries was more than 20% of the value of our total assets at the close of any calendar quarter, we could lose our REIT status. Our taxable REIT subsidiaries, including New Century TRS and its subsidiaries, conduct a substantial portion of our business activities, including a majority of our loan origination and servicing activities. We have monitored and will continue to

Table of Contents

monitor the value of our investment in New Century TRS and our other taxable REIT subsidiaries in relation to our other assets to comply with the 20% asset test and will conduct quarterly valuations to confirm compliance. Those determinations for the relevant past periods have indicated that the value of our investment in New Century TRS and our other taxable REIT subsidiaries in relation to our other assets was below the 20% threshold. In certain cases, we may need to borrow from third parties to acquire additional qualifying REIT assets or increase the amount and frequency of dividends from our taxable REIT subsidiaries in order to comply with the 20% asset test. There can be no assurance that we will be successful in that effort. Moreover, there can be no assurance that the IRS will agree with those determinations or valuations.

Misplaced reliance on legal opinions or statements by issuers of mortgage-backed securities and government securities could result in a failure to comply with REIT gross income or assets tests.

When purchasing mortgage-backed securities and government securities, we may rely on opinions of counsel for the issuer or sponsor of such securities, or statements made in related offering documents, for purposes of determining whether and to what extent those securities constitute REIT real estate assets for purposes of the REIT asset tests and produce income that qualifies under the REIT gross income tests. The inaccuracy of any such opinions or statements may harm our REIT qualification and result in significant corporate level tax.

The stock ownership limit imposed by our charter may inhibit market activity in our stock and may restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Code, not more than 50% in value of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year after our first REIT taxable year. Our charter, with certain exceptions, authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT and provides that, unless exempted by our board of directors, no person may beneficially own more than 9.8% in value or in number of shares, whichever is more restrictive, of the aggregate of the outstanding shares of any class or series of our capital stock. Our directors also have authority under our charter to impose a similar ownership limitation as to any separate class or series of preferred stock we may issue in the future. Our board of directors may grant an exemption from that ownership limit in its sole discretion, subject to such conditions, representations and undertakings as it may determine that are consistent with ensuring compliance with the REIT provisions of the Code. If anyone acquires shares in excess of the ownership limit or in violation of the ownership requirements of the Code for REITs, we:

will consider the transfer to be null and void;

will not reflect the transaction on our books;

may institute legal action to enjoin the transaction;

will not pay dividends or other distributions with respect to those shares;

will not recognize any voting rights for those shares; and

will consider the shares held in trust for the benefit of a charitable beneficiary as designated by us.

The trustee shall sell the shares held in trust and the owner of the excess shares will be entitled to the lesser of:

(1) the price paid by the transferee;

(2) if the transferee did not purchase the excess shares, the closing price for the shares on the national securities exchange on which our common stock is listed or quoted on the day of the event causing the shares to be held in trust; or

(3) the price received by the trustee from the sale of the shares.

Table of Contents

This ownership limit could delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in our stockholders' best interest and may result in the entrenchment of our board of directors and management regardless of performance.

Our use of taxable REIT subsidiaries may affect the price of our common stock relative to the stock price of other REITs.

We conduct a substantial portion of our mortgage loan origination and servicing activities through one or more taxable REIT subsidiaries and possibly one or more qualified REIT subsidiaries. Taxable REIT subsidiaries are corporations subject to corporate-level tax. This REIT/taxable REIT subsidiary structure may cause the market to place a lower value on our common stock than the stock of other publicly-traded REITs, which may not use taxable REIT subsidiaries as extensively as we do.

Table of Contents

SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein include forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, or the Exchange Act. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words believe, expect, will, anticipate, intend, may, estimate, project, plan, assume, similar expressions, although not all forward-looking statements contain these identifying words. Statements regarding the following subjects contained or incorporated by reference in this prospectus are forward-looking by their nature:

our business strategy, including our investment of capital to build a portfolio of mortgage assets;

our ability to manage risk, including credit risk;

our understanding of our competition;

market trends;

projected sources and uses of funds from operations;

potential liability with respect to legal proceedings; and

potential effects of proposed legislation and regulatory action.

You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and are applicable only as of the date on the cover of this prospectus or, in the case of forward-looking statements incorporated by reference, as of the date of the filing that includes the statement. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our stockholders. Such factors include, but are not limited to:

those identified under the Risk Factors section of this prospectus;

those identified from time to time in our public filings with the Securities and Exchange Commission;

the negative impact of economic slowdowns or recessions;

the effect of changes in interest rates;

the condition of the secondary markets for our products;

our access to funding sources and our ability to renew, replace or add to our existing repurchase arrangements and existing credit facilities on terms comparable to the current terms;

the assumptions underlying our residual values and repurchase allowances;

the impact of new state or federal legislation or court decisions on our operations;

the impact of new state or federal legislation or court decisions restricting the activities of lenders or suppliers of credit in our market;

an increase in the prepayment speed or default rate of our borrowers;

the effect of competition from finance and mortgage banking companies and from Internet-based lending companies;

our ability to adequately hedge our residual values;

our limited experience managing a REIT;

Table of Contents

the initiation of a margin call under our credit facilities;

the ability of our servicing operations to maintain high performance standards;

our ability to expand origination volume while maintaining low overhead;

our ability to attract and retain qualified employees, including, in particular, our senior executives;

our ability to adapt to and implement technological changes;

the stability of residential property values;

our ability to close our forward sale commitments;

management's ability to manage our growth and planned expansion; and

the outcome of litigation or regulatory actions pending against us.

We have no duty to, and do not intend to, update or revise the forward-looking statements in this prospectus after the date of this prospectus, even if subsequent events cause us to become aware of new risks or cause our expectations to change regarding the forward-looking matters discussed in this prospectus. We have identified some of the important factors that could cause future events to differ from our current expectations and they are described in this prospectus under the caption "Risk Factors," which you should review carefully. Please consider our forward-looking statements in light of those risks as you read this prospectus.

This prospectus contains and incorporates by reference market data, industry statistics and other data that have been obtained from, or compiled from, information made available by third parties. We have not independently verified their data.

Table of Contents

USE OF PROCEEDS

We do not know either the number of shares of our common stock, our preferred stock, our debt securities or our warrants that will be ultimately sold pursuant to this prospectus or the prices at which such shares will be sold. Unless otherwise indicated in an accompanying prospectus supplement, we intend to use the net proceeds from any sale of securities under this prospectus for general corporate purposes, including, without limitation, to continue to build a portfolio of self-originated mortgage loans and for general working capital purposes, including using such proceeds to reduce short-term indebtedness.

Table of Contents

DESCRIPTION OF CAPITAL STOCK

The following is a summary description of the material terms of our common stock and undesignated preferred stock as set forth in our charter and that govern the rights of our common stock. While we believe that the following description covers the material terms of our capital stock, the description may not contain all of the information that is important to you. We encourage you to read carefully this entire document, our charter and the other documents we refer to for a more complete understanding of our capital stock.

General

As of April 15, 2005, we had 55,747,253 shares of our common stock issued and outstanding and no shares of our preferred stock issued and outstanding. Our charter provides that we may issue up to 300,000,000 shares of our common stock, \$0.01 par value per share, and 10,000,000 shares of our preferred stock, \$0.01 par value per share. Under the MGCL, stockholders generally are not liable for the corporation's debts or obligations.

Common Stock

Our common stock offered hereby will, upon issuance and receipt by us of payment therefor, be duly authorized, validly issued, fully paid and non-assessable. Subject to the preferential rights of any other class or series of stock and to the provisions of our charter regarding the restrictions on transfer of stock, holders of shares of our common stock are entitled to receive dividends on such stock if, as and when authorized and declared by our board of directors out of assets legally available therefor and to share ratably in our assets legally available for distribution to our stockholders in the event of our liquidation, dissolution or winding up after payment of or adequate provision for all our known debts and liabilities.

Subject to the provisions of our charter regarding the restrictions on ownership and transfer of stock and the terms of any other class or series of our capital stock, each outstanding share of our common stock entitles the holder to one vote on all matters submitted to a vote of our stockholders, including the election of directors and, except as provided with respect to any other class or series of our stock, the holders of such shares of our common stock possess the exclusive voting power. There is no cumulative voting in the election of our directors, which means that the holders of a majority of the outstanding shares of our common stock can elect all of the directors then standing for election in which case the holders of the remaining shares will not be able to elect any of our directors.

Shares of our common stock have no preference, conversion, exchange, sinking fund, or redemption and have no preemptive rights to subscribe for any of our securities. Subject to the provisions of our charter regarding the restrictions on ownership transfer of stock, shares of our common stock have equal dividend, liquidation and other rights.

Under the MGCL, a Maryland corporation generally cannot dissolve, amend its charter, merge, sell all or substantially all of its assets, engage in a share exchange or engage in similar transactions outside the ordinary course of business unless approved by the affirmative vote of stockholders holding at least two-thirds of the shares entitled to vote on the matter, unless a lesser percentage (but not fewer than a majority of all of the votes entitled to be cast by the stockholders on the matter) is set forth in the corporation's charter. Our charter provides that any such action shall be effective and valid if taken or authorized by our stockholders by the affirmative vote of a majority of all the votes entitled to be cast on the matter, except that amendments to the provisions of our charter relating to the removal of directors must be approved by our

stockholders by the affirmative vote of at least two-thirds of the votes entitled to be cast on the matter.

Our charter authorizes our board of directors to reclassify any unissued shares of our common stock into other classes or series of classes of our stock, to establish the number of shares in each class or series and to set the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption for each such class or series.

Table of Contents

Preferred Stock

Our charter authorizes our board of directors to classify any unissued shares of our preferred stock and to reclassify any previously classified but unissued shares of any series of our preferred stock. Prior to issuance of shares of each class or series of our preferred stock, our board of directors is required by the MGCL and our charter to fix the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such class or series. Thus, our board of directors could authorize the issuance of shares of our preferred stock with terms and conditions which could have the effect of delaying, deterring or preventing a transaction or a change of control that might involve a premium price for our common stock or otherwise be in your best interest. Further, to the extent we issue preferred stock, holders of the preferred stock will likely have preferential rights to distributions made by us. As of the date of this prospectus, no shares of our preferred stock will be outstanding.

Power to Issue Additional Shares of our Common Stock and Preferred

We believe that the power of our board of directors to issue additional authorized but unissued shares of our common stock or preferred stock and to classify or reclassify unissued shares of our common stock or preferred stock and thereafter to cause us to issue such classified or reclassified shares of stock will provide us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs which might arise. The additional classes or series, as well as our common stock, are available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Our board of directors could authorize us to issue a class or series that could, depending upon the terms of such class or series, delay, deter or prevent a transaction or a change in control of us that might involve a premium price for our common stock or otherwise be in your best interest and could result in the entrenchment of our board of directors and management, regardless of their performance.

Transfer Restrictions

Our charter, subject to certain exceptions, contains certain restrictions on the number of shares of our stock that a person may own. Our charter contains a stock ownership limit which will prohibit any person from acquiring or holding, directly or indirectly, shares of stock in excess of 9.8% of the lesser of the total number or value of any class or series of our stock. Our board of directors, in its sole discretion, may exempt a person from the stock ownership limit. However, our board of directors may not grant such an exemption to any person whose ownership, direct or indirect, of in excess of 9.8% of the lesser of the number or value of the outstanding shares of any class or series of our stock would result in us being closely held within the meaning of Section 856(h) of the Code or otherwise would result in us failing to qualify as a REIT. The person seeking an exemption must represent to the satisfaction of our board of directors that it will not violate the aforementioned restriction. The person also must agree that any violation or attempted violation of any of the foregoing restriction will result in the automatic transfer of the shares of stock causing such violation to the trust (as defined below). Our board of directors may require a ruling from the IRS or an opinion of counsel, in either case in form and substance satisfactory to our board of directors in its sole discretion, in order to determine or ensure our status as a REIT.

Our charter further prohibits:

any person from beneficially or constructively owning shares of our stock that would result in us being closely held under Section 856(h) of the Code or otherwise cause us to fail to qualify as a REIT; and

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

any person from transferring shares of our stock if such transfer would result in shares of our stock being owned by fewer than 100 persons.

Any person who acquires or attempts or intends to acquire beneficial or constructive ownership of shares of our stock that will or may violate any of the foregoing restrictions on transferability and ownership, or any person who would have owned shares of our stock that resulted in a transfer of shares to the trust in the manner

Table of Contents

described below, will be required to give notice immediately to us and provide us with such other information as we may request in order to determine the effect of such transfer on us.

If any transfer of shares of our stock occurs that, if effective, would result in any person beneficially or constructively owning shares of our stock in excess or in violation of the above transfer or ownership limitations, then that number of shares of our stock the beneficial or constructive ownership of which otherwise would cause such person to violate such limitations (rounded to the nearest greatest whole share) shall be automatically transferred to a trust for the exclusive benefit of one or more charitable beneficiaries, and the prohibited owner shall not acquire any rights in such shares. Such automatic transfer shall be deemed to be effective as of the close of business on the business day prior to the date of such violative transfer. Shares of stock held in the trust shall be issued and outstanding shares of our stock. The prohibited owner shall not benefit economically from ownership of any shares of stock held in the trust, shall have no rights to dividends and shall not possess any rights to vote or other rights attributable to the shares of stock held in the trust. The trustee of the trust shall have all voting rights and rights to dividends or other distributions with respect to shares of stock held in the trust, which rights shall be exercised for the exclusive benefit of the charitable beneficiary. Any dividend or other distribution paid prior to the discovery by us that shares of stock have been transferred to the trustee shall be paid by the recipient of such dividend or distribution to the trustee upon demand, and any dividend or other distribution authorized but unpaid shall be paid when due to the trustee. Any dividend or distribution so paid to the trustee shall be held in trust for the charitable beneficiary. The prohibited owner shall have no voting rights with respect to shares of stock held in the trust and, subject to Maryland law, effective as of the date that such shares of stock have been transferred to the trust, the trustee shall have the authority (at the trustee's sole discretion):

to rescind as void any vote cast by a prohibited owner prior to the discovery by us that such shares have been transferred to the trust; and

to recast such vote in accordance with the desires of the trustee acting for the benefit of the charitable beneficiary. However, if we have already taken irreversible corporate action, then the trustee shall not have the authority to rescind and recast such vote.

Within 20 days after receiving notice from us that shares of our stock have been transferred to the trust, the trustee shall sell the shares of stock held in the trust to a person, designated by the trustee, whose ownership of the shares will not violate any of the ownership limitations set forth in our charter. Upon such sale, the interest of the charitable beneficiary in the shares sold shall terminate and the trustee shall distribute the net proceeds of the sale to the prohibited owner and to the charitable beneficiary as follows. The prohibited owner shall receive the lesser of:

the price paid by the prohibited owner for the shares or, if the prohibited owner did not give value for the shares in connection with the event causing the shares to be held in the trust (e.g., a gift, devise or other such transaction), the market price, as defined in our charter, of such shares on the day of the event causing the shares to be held in the trust; and

the price per share received by the trustee from the sale or other disposition of the shares held in the trust, in each case reduced by the costs incurred to enforce the ownership limits as to the shares in question. Any net sale proceeds in excess of the amount payable to the prohibited owner shall be paid immediately to the charitable beneficiary.

If, prior to the discovery by us that shares of our stock have been transferred to the trust, such shares are sold by a prohibited owner, then

such shares shall be deemed to have been sold on behalf of the trust; and

to the extent that the prohibited owner received an amount for such shares that exceeds the amount that such prohibited owner was entitled to receive pursuant to the aforementioned requirement, such excess shall be paid to the trustee upon demand.

Table of Contents

In addition, shares of our stock held in the trust shall be deemed to have been offered for sale to us, or our designee, at a price per share equal to the lesser of:

the price per share in the transaction that resulted in such transfer to the trust (or, in the case of a devise or gift, the market price at the time of such devise or gift); and

the market price on the date we, or our designee, accept such offer.

We shall have the right to accept such offer until the trustee has sold the shares of stock held in the trust. Upon such a sale to us, the interest of the charitable beneficiary in the shares sold shall terminate and the trustee shall distribute the net proceeds of the sale to the prohibited owner.

All certificates representing shares of our common stock and preferred stock, if issued, will bear a legend referring to the restrictions described above.

Every owner of more than 1% (or such lower percentage as required by the Code or the related regulations) of all classes or series of our stock, including shares of our common stock, within 30 days after the end of each fiscal year, shall be required to give written notice to us stating the name and address of such owner, the number of shares of each class and series of our stock which the owner beneficially owns and a description of the manner in which such shares are held. Each such owner shall provide to us such additional information as we may request in order to determine the effect, if any, of such beneficial ownership on our status as a REIT and to ensure compliance with the stock ownership limits. In addition, each stockholder shall upon demand be required to provide to us such information as we may reasonably request in order to determine our status as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine such compliance. We may request such information after every sale, disposition or transfer of our common stock.

These ownership limits could delay, deter or prevent a change in control or other transaction that might involve a premium price for our common stock or otherwise be in your best interest.

Transfer Agent and Registrar

Mellon Investor Services LLC is the transfer agent and registrar for shares of our common stock.

Table of Contents

DESCRIPTION OF PREFERRED STOCK

The following description of our preferred stock sets forth certain general terms and provisions of our preferred stock to which any prospectus supplement may relate. The statements below describing our preferred stock are in all respects subject to and qualified in their entirety by reference to the applicable provisions of our charter (including the applicable articles supplementary) and bylaws.

General

Subject to limitations prescribed by Maryland law and our charter, our board of directors is authorized to fix the number of shares constituting each class or series of preferred stock and the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms and conditions of redemption as may be fixed by resolution of our board of directors or duly authorized committee thereof. Our preferred stock will, when issued in exchange for the consideration therefor, be fully paid and non-assessable and will not have, or be subject to, any preemptive or similar rights.

You should refer to the prospectus supplement relating to the class or series of preferred stock offered thereby for specific terms, including:

the class or series, title and stated value of that preferred stock;

the number of shares of that preferred stock offered, the liquidation preference per share and the offering price of that preferred stock;

the dividend rate(s), period(s) and/or payment date(s) or method(s) of calculation thereof applicable to that preferred stock;

whether dividends on that preferred stock shall be cumulative or not and, if cumulative, the date from which dividends on that preferred stock shall accumulate;

the procedures for any auction and remarketing, if any, for that preferred stock;

provisions for a sinking fund, if any, for that preferred stock;

any listing of that preferred stock on any securities exchange;

the terms and conditions, if applicable, upon which that preferred stock will be convertible into our common stock, including the conversion price (or manner of calculation thereof);

any voting rights;

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

the relative ranking and preference of that preferred stock as to distribution rights and rights upon our liquidation, dissolution or winding up if other than as described in this prospectus;

any limitations on issuance of any other series of preferred stock ranking senior to or on a parity with that preferred stock as to distribution rights and rights upon our liquidation, dissolution or winding up;

a discussion of certain federal income tax considerations applicable to that preferred stock;

any limitations on actual, beneficial or constructive ownership and restrictions on transfer of that preferred stock and, if convertible, the related common stock, in each case as may be appropriate to preserve our status as a REIT; and

any other material terms, preferences, rights, limitations or restrictions of that preferred stock.

Rank

Unless otherwise specified in the applicable prospectus supplement, the preferred stock will, with respect to the rights to the payment of dividends and distribution of our assets and rights upon our liquidation, dissolution or winding up, rank:

senior to all classes or series of our common stock and to all of our equity securities the terms of which provide that those equity securities are junior to the preferred stock;

Table of Contents

junior to all of our equity securities the terms of which provide that those equity securities will rank senior to it; and

on a parity with all of our equity securities other than those referred to in the two immediately preceding clauses.

For these purposes, the term equity securities does not include convertible debt securities.

Dividends

Holders of shares of our preferred stock of each class or series shall be entitled to receive, when, as an if authorized by our board of directors and declared by us, out of our assets legally available for payment, cash dividends at rates and on dates as will be set forth in the applicable prospectus supplement. Each dividend shall be payable to holders of record as they appear on our stock transfer books on the record dates as shall be fixed by our board of directors.

Dividends on any class or series of our preferred stock may be cumulative or non-cumulative, as provided in the applicable prospectus supplement. Dividends, if cumulative, will accumulate from and after the date set forth in the applicable prospectus supplement. If our board of directors fails to authorize a dividend payable on a dividend payment date on any class or series of our preferred stock for which dividends are non-cumulative, then the holders of that class or series of our preferred stock will have no right to receive a dividend in respect of the dividend period ending on that dividend payment date, and we will have no obligation to pay the dividend accrued for that period, whether or not dividends on that class or series are payable on any future dividend payment date.

Unless otherwise specified in the applicable prospectus supplement, if any shares of our preferred stock of any class or series are outstanding, no full dividends shall be authorized or paid or set apart for payment on our preferred stock of any other class or series ranking, as to dividends, on a parity with or junior to our preferred stock of that class or series of any period unless:

if that class or series of our preferred stock has a cumulative dividend, full cumulative dividends have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set apart for that payment on our preferred stock of that class or series for all past dividend periods; or

if that class or series of our preferred stock does not have a cumulative dividend, full dividends for the then current dividend period have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set apart for that payment on our preferred stock of that class or series.

Unless otherwise specified in the applicable prospectus supplement, when dividends are not paid in full (or a sum sufficient for their full payment is not so set apart) upon the shares of our preferred stock of any class or series and the shares of any other class or series of our preferred stock ranking on a parity as to dividends with our preferred stock of that class or series, all dividends declared upon shares of our preferred stock of that class or series and any other class or series of our preferred stock ranking on a parity as to dividends with our preferred stock of that class or series and that other class or series of our preferred stock shall in all cases bear to each other the same ratio that accrued and unpaid dividends per share on the shares of our preferred stock of that class or series (which shall not include any accumulation in respect of unpaid dividends for prior dividend periods if our preferred stock does not have a cumulative dividend) and that other class or series of our preferred stock bear to each other. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on our preferred stock of that series that may be in arrears.

Except as provided in the immediately preceding paragraph or as otherwise provided in the applicable prospectus supplement, unless: (1) if that class or series of our preferred stock has a cumulative dividend, full

Table of Contents

cumulative dividends on our preferred stock of that class or series have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set apart for payment for all past dividend periods and the then current dividend period; and (2) if that class or series of our preferred stock does not have a cumulative dividend, full dividends on our preferred stock of that class or series have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set aside for payment for the then current dividend period, then no dividends (other than in our common stock or other stock ranking junior to our preferred stock of that class or series as to dividends and upon our liquidation, dissolution or winding up) shall be authorized or paid or set aside for payment or other distribution shall be authorized or made upon our common stock or any of our other stock ranking junior to or on a parity with our preferred stock of that class or series as to dividends or upon liquidation, nor shall any of our common stock or any of our other stock ranking junior to or on a parity with our preferred stock of such class or series as to dividends or upon our liquidation, dissolution or winding up be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of that stock) by us (except by conversion into or exchange for other of our stock ranking junior to our preferred stock of that class or series as to dividends and upon our liquidation, dissolution or winding up).

Any dividend payment made on shares of a class or series of our preferred stock shall first be credited against the earliest accrued but unpaid dividend due with respect to shares of that class or series which remains payable.

Redemption

If the applicable prospectus supplements so states, shares of our preferred stock will be subject to mandatory redemption or redemption at our option, in whole or in part, in each case on the terms, at the times and at the redemption prices set forth in that prospectus supplement.

The prospectus supplement relating to a class or series of our preferred stock that is subject to mandatory redemption will specify the number of shares of that preferred stock that shall be redeemed by us in each year commencing after a date to be specified, at a redemption price per share to be specified, together with an amount equal to all accrued and unpaid dividends thereon (which shall not, if that preferred stock does not have a cumulative dividend, include any accumulation in respect of unpaid dividends for prior dividend periods) to the date of redemption. The redemption price may be payable in cash or other property, as specified in the applicable prospectus supplement. If the redemption price for any series of our preferred stock is payable only from the net proceeds of the issuance of our stock, the terms of that preferred stock may provide that, if no such stock shall have been issued or to the extent the net proceeds from any issuance are insufficient to pay in full the aggregate redemption price then due, that preferred stock shall automatically and mandatorily be converted into shares of our applicable stock pursuant to conversion provisions specified in the prospectus supplement.

Notwithstanding the foregoing and except as otherwise specified in the applicable prospectus supplement, unless:

if that class or series of our preferred stock has a cumulative dividend, full cumulative dividends have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set apart for that payment on our preferred stock of that class or series for all past dividend periods; or

if that class or series of our preferred stock does not have a cumulative dividend, full dividends on our preferred stock of any class or series have been or contemporaneously are authorized and paid or authorized and a sum sufficient for the payment thereof set apart for payment for the then current dividend period;

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

no shares of any class or series of our preferred stock shall be redeemed unless all outstanding shares of our preferred stock of that class or series are simultaneously redeemed; provided, however, that the foregoing shall

Table of Contents

not prevent the purchase or acquisition of shares of our preferred stock of that class or series pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of our preferred stock of that class or series.

If fewer than all of the outstanding shares of our preferred stock of any class or series are to be redeemed, the number of shares to be redeemed will be determined by us and those shares may be redeemed pro rata from the holders of record of those shares in proportion to the number of those shares held by those holders (with adjustments to avoid redemption of fractional shares) or any other equitable method determined by us that will not result in the issuance of any excess shares of our preferred stock.

Notice of redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of record of a share of our preferred stock of any class or series to be redeemed at the address shown on our stock transfer books. Each notice shall state:

the redemption date;

the number of shares and class or series of our preferred stock to be redeemed;

the redemption price;

the place or places where certificates for that preferred stock are to be surrendered for payment of the redemption price;

that dividends on the shares to be redeemed will cease to accrue on that redemption date; and

the date on which the holder's conversion rights, if any, to those shares shall terminate.

If fewer than all the shares of our preferred stock of any class or series are to be redeemed, the notice mailed to each holder thereof shall also specify the number of shares of our preferred stock to be redeemed from each holder. If notice of redemption of any shares of our preferred stock has been given and if the funds necessary for that redemption have been set apart by us in trust for the benefit of the holders of any shares of our preferred stock so called for redemption, then from and after the redemption date dividends will cease to accrue on those shares of our preferred stock, those shares of our preferred stock shall no longer be deemed outstanding and all rights of the holders of those shares will terminate, except the right to receive the redemption price.

Liquidation Preference

Upon our voluntary or involuntary liquidation, dissolution or winding up, then, before any distribution or payment shall be made to the holders of any common stock or any other class or series of our stock ranking junior to that class or series of our preferred stock in the distribution of assets upon our liquidation, dissolution or winding up, the holders of each class or series of our preferred stock shall be entitled to receive out of our assets legally available for distribution to stockholders liquidating distributions in the amount of the liquidation preference per share (set forth in the applicable prospectus supplement), plus an amount equal to all dividends accrued and unpaid thereon (which shall not include any accumulation in respect of unpaid dividends for prior dividend periods if that class or series of our preferred stock does not have a cumulative dividend). After payment of the full amount of the liquidating distributions to which they are entitled, the holders of that class or series of our

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

preferred stock will have no right or claim to any of our remaining assets. If, upon our voluntary or involuntary liquidation, dissolution or winding up, our legally available assets are insufficient to pay the amount of the liquidating distributions on all outstanding shares of that class or series of our preferred stock and the corresponding amounts payable on all shares of other classes or series of our stock ranking on a parity with that class or series of our preferred stock in the distribution of assets upon our liquidation, dissolution or winding up, then the holders of that class or series of our preferred stock and all other classes or series of our stock shall share ratably in that distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

If liquidating distributions shall have been made in full to all holders of shares of that class or series of our preferred stock, our remaining assets shall be distributed among the holders of any other classes or series of our

Table of Contents

stock ranking junior to that class or series of our preferred stock upon our liquidation, dissolution or winding up, according to their respective rights and preferences and in each case according to their respective number of shares. For those purposes, neither our consolidation nor merger with or into any other corporation, trust or other entity nor the sale, lease, transfer or conveyance of all or substantially all of our property or business shall be deemed to constitute our liquidation, dissolution or winding up.

Voting Rights

Except as set forth below or as otherwise indicated in the applicable prospectus supplement, holders of our preferred stock will not have any voting rights.

Whenever dividends on any shares of that class or series of our preferred stock shall be in arrears for 18 months or six or more quarterly periods, the holders of those shares of that class or series of our preferred stock (voting separately as a class with all other classes or series of our preferred stock ranking on parity with such class or series of our preferred stock upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of two additional directors to our board of directors (and our entire board of directors will be increased by two directors) at a special meeting called by one of our officers at the request of a holder of that class or series of our preferred stock or, if that special meeting is not called by that officer within 30 days, at a special meeting called by a holder of that class or series of our preferred stock designated by the holders of record of at least 10% of the shares of any of those classes or series of our preferred stock (unless that request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders), or at the next annual meeting of stockholders, and at each subsequent annual meeting until:

if that class or series of our preferred stock has a cumulative dividend, then all dividends accumulated on those shares of our preferred stock for the past dividend periods and the then current dividend period shall have been fully paid or declared and a sum sufficient for the payment thereof set apart for payment, or

if that class or series of our preferred stock does not have a cumulative dividend, then four consecutive quarterly periods of dividends shall have been fully paid or declared and a sum sufficient for the payment thereof set apart for payment.

Unless provided otherwise in any prospectus supplements for any series of our preferred stock, so long as any shares of our preferred stock remain outstanding, we shall not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of each class or series of our preferred stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (that class or series voting separately as a class):

authorize or create, or increase the authorized or issued amount of, any class or series of our stock ranking senior to that class or series of our preferred stock with respect to payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up or reclassify any of our authorized stock into those shares, or create, authorize or issue any obligation or security convertible into or evidencing the right to purchase those shares; or

amend, alter or repeal the provisions of the charter in respect of that class or series of our preferred stock, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of that class or series of our preferred stock; provided, however, that any increase in the number of authorized shares of any class or series of our preferred stock issued and outstanding at the time of such amendment, alteration or repeal or any increase in the amount of the authorized shares of our preferred stock or the creation or issuance of any other class or series of our preferred stock, or any increase in the number of authorized shares of that class or series, in each case ranking on a parity with or junior to our preferred stock of that

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

class or series with respect to payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to materially and adversely affect those rights, preferences, privileges or voting powers; and provided, further, that that any merger, consolidation or transfer of all or substantially all of our assets, so long as

Table of Contents

either: (i) we are the surviving entity and such class or series of our preferred stock remains outstanding on the same terms, or (ii) the resulting, surviving or transferee entity is a corporation, business trust or other like entity organized under the laws any of any state and substitutes for such class or series of our preferred stock other preferred stock having substantially the same terms and same rights as such class or series of our preferred stock, including with respect to dividends, voting rights and rights upon liquidation, dissolution or winding-up, shall not be deemed to materially and adversely affect those rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which that vote would otherwise be required shall be effected, all outstanding shares of that class or series of our preferred stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been irrevocably deposited in trust to effect that redemption.

Conversion Rights

The terms and conditions, if any, upon which shares of any class or series of our preferred stock are convertible into our common stock, debt securities or another series of our preferred stock will be set forth in the applicable prospectus supplement relating thereto. Such terms will include the number of shares of our common stock or those other series of our preferred stock or the principal amount of debt securities into which our preferred stock is convertible, the conversion price (or manner of calculation thereof), the conversion period, provisions as to whether conversion will be at our option or at the option of the holders of that class or series of our preferred stock, the events requiring an adjustment of the conversion price and provisions affecting conversion in the event of the redemption of that class or series of our preferred stock.

Table of Contents

DESCRIPTION OF DEPOSITARY SHARES

We may offer fractional shares of our preferred stock rather than full shares of our preferred stock, and, in that event, we will issue receipts for depositary shares. Each of these depositary shares will represent a fraction, which will be set forth in the applicable prospectus supplement, of a share of the applicable series of our preferred stock.

The shares of any series of our preferred stock underlying any depositary shares that we may sell under this prospectus will be deposited under a deposit agreement between us and a depositary selected by us. Subject to the terms of the deposit agreement, each holder of a depositary share will be entitled, in proportion to the applicable fraction of a share of our preferred stock underlying the depositary shares, to all of the rights, preferences and privileges, and be subject to the qualifications and restrictions, of our preferred stock underlying the depositary share.

The depositary shares will be evidenced by depositary receipts issued under a deposit agreement. Depositary receipts will be distributed to the holders of the depositary shares that are sold in the applicable offering. A deposit agreement, including a depositary receipt, for any depositary shares that we sell under this prospectus will be incorporated by reference into the registration statement of which this prospectus is a part. The following description of material terms of the deposit agreement, the depositary shares and the depositary receipts is only a summary. The terms of any deposit agreement may differ from the terms we describe below. We urge you to read the prospectus supplements relating to any depositary shares that are sold under this prospectus, as well as the complete deposit agreement and depositary receipt.

Form

Pending the preparation of definitive depositary receipts, the depositary may, upon our written order, issue temporary depositary receipts substantially identical to the definitive depositary receipts but not in definitive form. These temporary depositary receipts entitle their holders to all of the rights of definitive depositary receipts. Temporary depositary receipts will then be exchangeable for definitive receipts at our expense.

Dividends and Other Distributions

The depositary will distribute all cash dividends or other cash distributions received with respect to the underlying preferred stock to the record holders of depositary shares in proportion to the number of depositary shares owned by those holders.

If there is a distribution other than in cash, the depositary will distribute property received by it to the record holders of depositary shares in proportion to the number of depositary shares owned by those holders, unless the depositary determines that it is not feasible to do so. If this occurs, the depositary may, with our approval, sell the property and distribute the net proceeds from the sale to those holders in proportion to the number of depositary shares owned by them.

Withdrawal of Underlying Preferred Stock

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

Except as otherwise provided in a prospectus supplement, holders may surrender depositary receipts at the principal office of the depositary and, upon payment of any unpaid amount due to the depositary, be entitled to receive the number of whole shares of underlying preferred stock and all money and other property represented by the related depositary shares. We will not issue any partial shares of our preferred stock. If the holder delivers depositary receipts evidencing a number of depositary shares that represent more than a whole number of shares of our preferred stock, the depositary will issue a new depositary receipt evidencing the excess number of depositary shares to the holder.

Table of Contents

Redemption of Depositary Shares

If our preferred stock underlying any depositary shares we may sell under this prospectus is subject to redemption, the depositary shares will be redeemed from the proceeds received by the depositary resulting from any such redemption, in whole or in part, of that underlying preferred stock. The redemption price per depositary share will be equal to the applicable fraction of the redemption price per share payable with respect to the underlying preferred stock. Whenever we redeem shares of underlying preferred stock that are held by the depositary, the depositary will redeem, as of the same redemption date, the number of depositary shares representing the shares of underlying preferred stock so redeemed. If fewer than all of the depositary shares are to be redeemed, the depositary shares to be redeemed will be selected by lot or proportionately, as may be determined by the depositary.

Voting

Upon receipt of notice of any meeting at which holders of our preferred stock underlying any depositary shares that we may sell under this prospectus are entitled to vote, the depositary will mail the information contained in the notice to the record holders of the depositary shares. Each record holder of the depositary shares on the record date, which will be the same date as the record date for the underlying preferred stock, will be entitled to instruct the depositary as to the exercise of the voting rights pertaining to the amount of the underlying preferred stock represented by the holder's depositary shares. The depositary will then try, as far as practicable, to vote the number of shares of our preferred stock underlying those depositary shares in accordance with those instructions, and we will agree to take all reasonable actions which may be deemed necessary by the depositary to enable the depositary to do so. The depositary will not vote the underlying preferred stock to the extent it does not receive specific instructions with respect to the depositary shares representing such preferred stock.

Conversion of Preferred Stock

If the prospectus supplement relating to any depositary shares that we may sell under this prospectus states that the underlying preferred stock is convertible into our common stock or other securities, the following will apply. The depositary shares, as such, will not be convertible into any of our securities. Rather, any holder of the depositary shares may surrender the related depositary receipts to the depositary with written instructions to instruct us to cause conversion of our preferred stock represented by the depositary shares into or for whole shares of our common stock or other securities, as applicable. Upon receipt of those instructions and any amounts payable by the holder in connection with the conversion, we will cause the conversion using the same procedures as those provided for conversion of the underlying preferred stock. If only some of a holder's depositary shares are converted, a new depositary receipt or receipts will be issued to the holder for any depositary shares not converted.

Amendment and Termination of the Deposit Agreement

The form of depositary receipt evidencing the depositary shares and any provision of the deposit agreement may at any time be amended by agreement between us and the depositary. However, any amendment which materially and adversely alters the rights of the holders of depositary shares will not be effective until 90 days after notice of that amendment has been given to the holders. Each holder of depositary shares at the time any amendment becomes effective shall be deemed to consent and agree to that amendment and to be bound by the deposit agreement as so amended. The deposit agreement may be terminated by us or by the depositary only if all outstanding depositary shares have been redeemed or converted into any other securities into which the underlying preferred stock is convertible or there has been a final distribution, including to holders of depositary receipts, of the underlying preferred stock in connection with our liquidation, dissolution or winding up.

Charges of Depositary

We will pay all charges of the depositary, except for taxes and governmental charges and other charges as are expressly provided for in the deposit agreement to be for the account of the holders of depositary shares or persons other than ourselves who may deposit any underlying preferred stock with the depositary.

Table of Contents

Reports

The depositary will forward to holders of depositary receipts all notices and reports from us that we deliver to the depositary and that we are required to furnish to the holders of the underlying preferred stock.

Limitation on Liability

Neither we nor the depositary will be liable if either of us is prevented or delayed by law or any circumstance beyond our control in performing our respective obligations under the deposit agreement. Our obligations and those of the depositary will be limited to performance of our respective duties under the deposit agreement without, in our case, negligence or bad faith or, in the case of the depositary, negligence or willful misconduct. We and the depositary may rely upon advice of counsel or accountants, or upon information provided by persons presenting the underlying preferred stock for deposit, holders of depositary receipts or other persons believed by us in good faith to be competent and on documents believed to be genuine.

Resignation and Removal of Depositary

The depositary may resign at any time by delivering notice to us of its election to resign. We may remove the depositary at any time. Any resignation or removal will take effect upon the appointment of a successor depositary and its acceptance of the appointment. The successor depositary must be appointed within 60 days after delivery of the notice of resignation or removal and must be a bank or trust company having its principal office in the United States and having a combined capital and surplus of at least \$50 million.

Table of Contents

DESCRIPTION OF DEBT SECURITIES

The following description, together with the additional information we include in any applicable prospectus supplements, summarizes the material terms and provisions of the debt securities that we may offer under this prospectus. While the terms we have summarized below will generally apply to any future debt securities we may offer under this prospectus, we will describe the particular terms of any debt securities that we may offer in more detail in the applicable prospectus supplement. The terms of any debt securities we offer under a prospectus supplement may differ from the terms we describe below.

We will issue the senior notes under a senior indenture which we will enter into with the trustee named in the senior indenture. We will issue the subordinated notes under a subordinated indenture which we will enter into with the trustee named in the subordinated indenture. We have filed forms of these documents as exhibits to the registration statement of which this prospectus is a part. The terms of any indenture that we enter into may differ from the terms we describe below. We use the term "indentures" to refer to both the senior indenture and the subordinated indenture.

The indentures will be qualified under the Trust Indenture Act of 1939, or the Trust Indenture Act. We use the term "debenture trustee" to refer to either the senior trustee or the subordinated trustee, as applicable.

The following summaries of material provisions of the senior notes, the subordinated notes and the indentures are subject to, and qualified in their entirety by reference to, all the provisions of the indenture applicable to a particular series of debt securities. We urge you to read the applicable prospectus supplements related to the debt securities that we sell under this prospectus, as well as the complete indentures that contain the terms of the debt securities. Except as we may otherwise indicate, the terms of the senior indenture and the subordinated indenture are identical.

General

We will describe in the applicable prospectus supplement the terms relating to a series of debt securities, including:

the title;

the principal amount being offered, and, if a series, the total amount authorized and the total amount outstanding;

any limit on the amount that may be issued;

whether or not we will issue the series of debt securities in global form and, if so, the terms and who the depository will be;

the maturity date;

Edgar Filing: NEW CENTURY FINANCIAL CORP - Form 424B5

the principal amount due at maturity, and whether the debt securities will be issued with any original issue discount;

whether and under what circumstances, if any, we will pay additional amounts on any debt securities held by a person who is not a United States person for tax purposes, and whether we can redeem the debt securities if we have to pay such additional amounts;

the annual interest rate, which may be fixed or variable, or the method for determining the rate, the date interest will begin to accrue, the dates interest will be payable and the regular record dates for interest payment dates or the method for determining such dates;

whether or not the debt securities will be secured or unsecured, and the terms of any secured debt;

the terms of the subordination of any series of subordinated debt;

the place where payments will be payable;

Table of Contents

restrictions on transfer, sale or other assignment, if any;

our right, if any, to defer payment of interest and the maximum length of any such deferral period;

the date, if any, after which, the conditions upon which, and the price at which we may, at our option, redeem the series of debt securities pursuant to any optional or provisional redemption provisions, and any other applicable terms of those redemption provisions;

provisions for a sinking fund, purchase or other analogous fund, if any;

the date, if any, on which, and the price at which we are obligated, pursuant to any mandatory sinking fund or analogous fund provisions or otherwise, to redeem, or at the holder's option to purchase, the series of debt securities;

whether the indenture will restrict our ability and/or the ability of our subsidiaries to:

incur additional indebtedness;

issue additional securities;

create liens;

pay dividends and make distributions in respect of our capital stock and the capital stock of our subsidiaries;

redeem capital stock;

place restrictions on our subsidiaries' ability to pay dividends, make distributions or transfer assets;

make investments or other restricted payments;

sell or otherwise dispose of assets;

enter into sale-leaseback transactions;

engage in transactions with stockholders and affiliates;

issue or sell stock of our subsidiaries; or

effect a consolidation or merger;

whether the indenture will require us to maintain any interest coverage, fixed charge, cash flow-based, asset-based or other financial ratios;

a discussion of any material or special United States federal income tax considerations applicable to the debt securities;

information describing any book-entry features;

the procedures for any auction and remarketing, if any;

the denominations in which we will issue the series of debt securities, if other than denominations of \$1,000 and any integral multiple thereof;

if other than dollars, the currency in which the series of debt securities will be denominated; and

any other specific terms, preferences, rights or limitations of, or restrictions on, the debt securities, including any events of default that are in addition to those described in this prospectus or any covenants provided with respect to the debt securities that are in addition to those described above, and any terms which may be required by us or advisable under applicable laws or regulations or advisable in connection with the marketing of the debt securities.

Conversion or Exchange Rights

We will set forth in the prospectus supplement the terms on which a series of debt securities may be convertible into or exchangeable for our common stock or other securities of ours or a third party, including the conversion or exchange rate, as applicable, or how it will be calculated, and the applicable conversion or

Table of Contents

exchange period. We will include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at our option. We may include provisions pursuant to which the number of our securities or the securities of a third party that the holders of the series of debt securities receive upon conversion or exchange would, under the circumstances described in those provisions, be subject to adjustment, or pursuant to which those holders would, under those circumstances, receive other property upon conversion or exchange, for example in the event of our merger or consolidation with another entity.

Consolidation, Merger or Sale

The indentures in the forms initially filed as exhibits to the registration statement of which this prospectus is a part do not contain any covenant which restricts our ability to merge or consolidate, or sell, convey, transfer or otherwise dispose of all or substantially all of our assets. However, any successor of ours or acquiror of such assets must assume all of our obligations under the indentures and the debt securities.

If the debt securities are convertible for our other securities, the person with whom we consolidate or merge or to whom we sell all of our property must make provisions for the conversion of the debt securities into securities which the holders of the debt securities would have received if they had converted the debt securities before the consolidation, merger or sale.

Events of Default Under the Indenture

The following are events of default under the indentures with respect to any series of debt securities that we may issue:

if we fail to pay interest when due and payable and our failure continues for 90 days and the time for payment has not been extended or deferred;

if we fail to pay the principal, or premium, if any, when due and payable and the time for payment has not been extended or delayed;

if we fail to observe or perform any other covenant contained in the debt securities or the indentures, other than a covenant specifically relating to another series of debt securities, and our failure continues for 90 days after we receive notice from the debenture trustee or holders of at least 25% in aggregate principal amount of the outstanding debt securities of the applicable series; and

if specified events of bankruptcy, insolvency or reorganization occur.

If an event of default with respect to debt securities of any series occurs and is continuing, other than an event of default specified in the last bullet point above, the debenture trustee or the holders of at least 25% in aggregate principal amount of the outstanding debt securities of that series, by notice to us in writing, and to the debenture trustee if notice is given by such holders, may declare the unpaid principal of, premium, if any, and accrued interest, if any, due and payable immediately. If an event of default specified in the last bullet point above occurs with respect to us, the principal amount of and accrued interest, if any, of each issue of debt securities then outstanding shall be due and payable without any notice or other action on the part of the debenture trustee or any holder.

The holders of a majority in principal amount of the outstanding debt securities of an affected series may waive any default or event of default with respect to the series and its consequences, except defaults or events of default regarding payment of principal, premium, if any, or interest, unless we have cured the default or event of default in accordance with the indenture.

Subject to the terms of the indentures, if an event of default under an indenture shall occur and be continuing, the debenture trustee will be under no obligation to exercise any of its rights or powers under such indenture at the request or direction of any of the holders of the applicable series of debt securities, unless such

Table of Contents

holders have offered the debenture trustee reasonable indemnity. The holders of a majority in principal amount of the outstanding debt securities of any series will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the debenture trustee, or exercising any trust or power conferred on the debenture trustee, with respect to the debt securities of that series, provided that:

the direction so given by the holder is not in conflict with any law or the applicable indenture; and

subject to its duties under the Trust Indenture Act, the debenture trustee need not take any action that might involve it in personal liability or might be unduly prejudicial to the holders not involved in the proceeding.

A holder of the debt securities of any series will only have the right to institute a proceeding under the indentures or to appoint a receiver or trustee, or to seek other remedies if:

the holder has given written notice to the debenture trustee of a continuing event of default with respect to that series;

the holders of at least 25% in aggregate principal amount of the outstanding debt securities of that series have made written request, and such holders hav