

PHH CORP  
Form S-8 POS  
March 01, 2005

As filed with the Securities and Exchange Commission on March 1, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON D.C.**

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**Amendment No. 1 to  
FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**PHH CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or other jurisdiction of  
Incorporation or organization)

**52-0551284**

(I.R.S. Employer Identification No.)

**3000 Leadenhall Road  
Mt. Laurel, New Jersey**

(Address of principal executive offices)

**08054**

(Zip Code)

**PHH CORPORATION 2005 EQUITY AND INCENTIVE PLAN**

(Full title of plan)

(Name, address and telephone  
number of agent for service)

(Copy to:)

**William F. Brown, Esq.  
Senior Vice President, General Counsel  
and Corporate Secretary  
PHH Corporation  
3000 Leadenhall Road  
Mt. Laurel, New Jersey 08054  
(856) 917-1744**

**Mark Muedeking, Esq.  
DLA Piper Rudnick Gray Cary US LLP  
1200 Nineteenth Street, NW  
Washington, DC 20036-2412  
(202) 861-3900**

**Explanatory Note**

No registration fee is required in connection with this post-effective amendment no. 1 to the registrant's registration statement on Form S-8 (No. 333-122477) (the amendment) because this amendment does not register any additional securities. The amendment has been filed solely to correct a typographical error in Exhibit 5 (Opinion of DLA Piper Rudnick Gray Cary US LLP).



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this amendment and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mt. Laurel, State of New Jersey, on this 28th day of February, 2005.

PHH CORPORATION

By: /s/ Terence W. Edwards  
 Terence W. Edwards  
 President, Chief Executive Officer and  
 Director

Pursuant to the requirements of the Securities Act of 1933, this amendment has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title   | Date              |
|--|---|-------------------|
| /s/ Terence W. Edwards<br><hr/> Terence W. Edwards | President, Chief Executive Officer<br>and Director (Principal Executive<br>Officer)                     | February 28, 2005 |
| /s/ Neil J. Cashen<br><hr/> Neil J. Cashen         | Executive Vice President and<br>Chief Financial Officer (Principal<br>Financial and Accounting Officer) | February 28, 2005 |
| *<br><hr/> A.B. Krongard                           | Non-Executive Chairman of the<br>Board of Directors   | February 28, 2005 |
| <hr/> James W. Brinkley                            | Director  |                   |
| *<br><hr/> George J. Kilroy                        | Director  | February 28, 2005 |
| *<br><hr/> Ann D. Logan                            | Director  | February 28, 2005 |
| *<br><hr/> Jonathan D. Mariner                     | Director  | February 28, 2005 |

\* /s/ William F. Brown

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Attorney-in-fact

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EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DESCRIPTION   |
|-------------------|---|
| 4.1               | Amended and Restated Articles of Incorporation of PHH Corporation (incorporated by reference from Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated February 1, 2005). |
| 4.2               | Amended and Restated By-laws of PHH Corporation (incorporated by reference from Exhibit 3.2 of the Registrant's Current Report on Form 8-K dated February 1, 2005).                   |
| 5                 | Opinion of DLA Piper Rudnick Gray Cary US LLP.  |
| 15                | Awareness letter of Independent Registered Public Accounting Firm.  |
| 23.1              | Consent of DLA Piper Rudnick Gray Cary US LLP (contained in Exhibit 5).   |
| 23.2              | Consent of Independent Registered Public Accounting Firm.   |
| 24                | Powers of Attorney (previously filed).  |