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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-13417

DITECH HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

1100 Virginia Drive, Suite 100
Fort Washington, PA
(844) 714-8603

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.01 par value per share
Series A Warrants to Purchase Common Stock
Series B Warrants to Purchase Common Stock
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input checked="" type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

Common Stock: Less than 300
Series A Warrants: Less than 300
Series B Warrants: Less than 300

Pursuant to the requirements of the Securities Exchange Act of 1934, Ditech Holding Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 15, 2019

By: /s/ John J. Haas

Name: John J. Haas

Title: General Counsel, Chief Legal Officer and Secretary
