

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Shepro William B</u> (Last) (First) (Middle) C/O ALTISOURCE PORTFOLIO SOLUTIONS S.A. 33, BOULEVARD PRINCE HENRI (Street) LUXEMBOURG N4 L-1724 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALTISOURCE PORTFOLIO SOLUTIONS S.A. [ ASPS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Share Units <sup>(1)</sup>	\$0.0000	02/20/2024		A		104,858 <sup>(2)</sup>		(2)	(2)	Common Stock	104,858	104,858	D	
Restricted Share Units <sup>(1)</sup>	\$0.0000	02/20/2024		A		78,146 <sup>(3)</sup>		(4)	(4)	Common Stock	78,146	78,146	D	
Restricted Share Units <sup>(1)</sup>	\$0.0000	02/20/2024		A		78,146 <sup>(5)</sup>		(6)	(6)	Common Stock	78,146	78,146	D	

**Explanation of Responses:**

- Each restricted share unit ("RSU") represents a contingent right to receive one share of Altisource Portfolio Solutions S.A. ("ASPS") common stock.
- Mr. Shepro was granted 104,858 RSUs based on the 30-day average closing share price of ASPS common stock preceding the grant date of February 20, 2024. The RSUs were granted to Mr. Shepro as annual incentive compensation for the 2023 service year ("2023 Annual Incentive Compensation") based upon the Board approved bonus pool funding level and his personal scorecard performance. Altisource determined to pay 100% of the 2023 Annual Incentive Compensation in RSUs; 80% of the RSUs will vest on the first anniversary of the February 20, 2024 grant date (i.e., February 20, 2025) and the remaining 20% of the RSUs will vest on the second anniversary of the grant date (i.e., February 20, 2026).
- On February 20, 2024, Mr. Shepro was granted 78,146 time-based RSUs under the Altisource 2024 Long Term Incentive Plan ("LTIP").
- The time-based RSUs are scheduled to vest in three equal installments on the first three anniversaries of the grant date (i.e., February 20, 2025; February 20, 2026 and February 20, 2027).
- On February 20, 2024, Mr. Shepro was granted 78,146 performance-based RSUs under the Altisource 2024 LTIP.
- The performance-based RSUs vest following the third anniversary of the Grant Date (i.e., February 20, 2027) subject to the level of achievement described herein. The number of performance-based RSUs that will vest is based on (i) Company performance against designated financial metrics, as established by the Compensation Committee, for each year during the 2024 - 2026 performance period (the "Performance Period") (which performance may increase or decrease the number of RSUs), and (ii) Total Shareholder Return compared to the Russell 2000 Index over the Performance Period (which performance may further increase or decrease the number of RSUs).

/s/ Teresa L. Szupello, Attorney-in-Fact 02/22/2024

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.