

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>WILCOX KEVIN JAMES</u> (Last) (First) (Middle) <u>2 RUE JEAN BERTHOLET</u> (Street) <u>LUXEMBOURG N4 L-1233</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CAO & General Counsel</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/16/2010</u>		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/10/2009		J ⁽¹⁾	732 ⁽²⁾	D	\$0	732	D	

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (Right to Buy)	\$8.8293	08/10/2009		J ⁽¹⁾	788		08/10/2009	01/31/2011	Common Stock	788	\$8.8293	788	D	
Employee Stock Options (Right to Buy)	\$14.974	08/10/2009		J ⁽¹⁾	13,334		08/10/2009	10/31/2011	Common Stock	13,334	\$14.974	13,334	D	
Employee Stock Options (Right to Buy)	\$6.9071	08/10/2009		J ⁽¹⁾	3,217		08/10/2009	01/31/2012	Common Stock	3,217	\$6.9071	3,217	D	
Employee Stock Options (Right to Buy)	\$8.352	08/10/2009		J ⁽¹⁾	2,144		08/10/2009	01/31/2012	Common Stock	2,144	\$8.352	2,144	D	
Employee Stock Options (Right to Buy)	\$2.2312	08/10/2009		J ⁽¹⁾	1,766		08/10/2009	01/31/2013	Common Stock	1,766	\$2.2312	1,766	D	
Employee Stock Options (Right to Buy)	\$3.3528	08/10/2009		J ⁽¹⁾	2,649		08/10/2009	01/31/2013	Common Stock	2,649	\$3.3528	2,649	D	
Employee Stock Options (Right to Buy)	\$7.3736	08/10/2009		J ⁽¹⁾	749		08/10/2009	01/31/2014	Common Stock	749	\$7.3736	749	D	
Employee Stock Options (Right to Buy)	\$12.8024	08/10/2009		J ⁽¹⁾	2,996		08/10/2009	01/31/2014	Common Stock	2,996	\$12.8024	2,996	D	

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$9.5929	08/10/2009		J ⁽¹⁾	4,798		08/10/2009	01/31/2015	Common Stock	4,798	\$9.5929	4,798	D	
Employee Stock Options (Right to Buy)	\$11.5019	08/10/2009		J ⁽¹⁾	5,948		(3)	01/31/2016	Common Stock	5,948	\$11.5019	5,948	D	
Employee Stock Options (Right to Buy)	\$14.1746	08/10/2009		J ⁽¹⁾	8,130		(4)	05/10/2017	Common Stock	8,130	\$14.1746	8,130	D	
Employee Stock Options (Right to Buy)	\$9.5452	08/10/2009		J ⁽¹⁾	206,668		(5)	07/14/2018	Common Stock	206,668	\$9.5452	206,668	D	

Explanation of Responses:

- The shares of common stock and stock options were granted to the reporting person in connection with the separation and spin-off of Altisource Portfolio Solutions ("ASPS") from Ocwen Financial Corporation ("OCN"). In connection with the separation and spin-off, an aggregate of 732 shares of ASPS common stock and options to purchase an aggregate of 253,187 shares of ASPS common stock were granted to the reporting person.
- The Form 5 filed on February 16, 2010 for Mr. Wilcox did not include 218 shares of ASPS common stock owned by Mr. Wilcox.
- 4,758 were vested at the time of the separation and the 1,190 vested on 1/31/2010.
- 4,878 were vested at the time of the separation, 1,626 vested on 12/31/2009 and 1,626 vest on 12/31/2010.
- The vesting schedule has a time-based component, in which 25% of the options vest in equal increments over four years, and a performance-based component, in which up to 75% of the options could vest in equal increments, with 25% vesting immediately upon the achievement of certain performance criteria related to ASPS' stock price and its annualized rate of return and the remaining 75% vesting over the next three years. Two-thirds of the performance-based options commence vesting if the stock price realizes a compounded annual gain of at least 20% over the exercise price, if the stock price is at least double the exercise price. The remaining third of such options commence vesting if the stock price realizes a 25% compounded annual gain, if it is at least triple the exercise price. Of the total time-based component options, 12,917 options were vested at the time of the separation. The remaining options vest in equal annual increments on July 14, 2010 through 2012.

Remarks:

/s/ Kevin J. Wilcox

07/13/2010

** 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.

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