

RITHM CAPITAL CORP.

Reported by
SANTORO NICOLA JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/04/25 for the Period Ending 01/31/25

Address	799 BROADWAY New York, NY, 10003
Telephone	(212) 850-7770
CIK	0001556593
Symbol	RITM
SIC Code	6798 - Real Estate Investment Trusts
Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

FORM 4

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

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.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * SANTORO NICOLA JR <small>(Last) (First) (Middle)</small> 799 BROADWAY, 8TH FLOOR <small>(Street)</small> NEW YORK, NY 10003 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Rithm Capital Corp. [RITM] 3. Date of Earliest Transaction (MM/DD/YYYY) 1/31/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock	1/31/2025		A		1,128 (1)	A	\$0	114,949 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Profits Units of Rithm Capital Management LLC	(3)	1/31/2025		A		1,194 (4)		(5)	(5)	Common Stock	1,194	\$0	56,168	D	
Class B Profits Units of Rithm Capital Management LLC	(3)	1/31/2025		A		796 (4)		(6)	(6)	Common Stock	796	\$0	37,444	D	

Explanation of Responses:

- (1) Represents dividend equivalent rights accrued on existing time-based restricted stock units, the grant of which was previously reported, in connection with the issuer's quarterly dividend. Such dividend equivalent units will vest on the same schedule and subject to the same terms and conditions as the underlying awards.
- (2) Includes 53,064 unvested restricted stock units.
- (3) Class B Profits Units of Rithm Capital Management LLC ("RCM") will be exchangeable into shares of Common Stock of the Issuer on a one-for-one basis pursuant to the terms and conditions set forth in the Rithm Capital Management LLC Long Term Incentive Plan and the individual award agreement.
- (4) Represents dividend equivalent rights accrued on existing Class B Profits Units, the grant of which was previously reported, in connection with the Issuer's quarterly dividend. Such dividend equivalent Class B Profits Units will vest on the same schedule and are subject to the same terms and conditions as the underlying awards.
- (5) Reflects a profits interest award in the form of Class B Profits Units in RCM granted to the Reporting Person on February 23, 2024, which will vest in three equal annual installments on February 23 of each of 2025, 2026 and 2027, so long as the Reporting Person remains in continued employment with the Issuer. These Class B Profits Units will be exchangeable into shares of Common Stock of the Issuer on a one-for-one basis after they have become vested and a sufficient amount of profits have been allocated to the holder of the Class B Profits Units.

- (6) Reflects a profits interest award in the form of Class B Profits Units in RCM earned based on annual return on equity for the 2024 performance period. As of January 27, 2025, performance-based criteria have been satisfied for 1 of the 3 tranches, which will vest on February 23, 2027, so long as the Reporting Person remains in continued employment with the Issuer. These Class B Profits Units are exchangeable into shares of Common Stock of the Issuer on a one-for-one basis after they have become vested and a sufficient amount of profits have been allocated to the holder of the Class B Profits Units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANTORO NICOLA JR 799 BROADWAY 8TH FLOOR NEW YORK, NY 10003			Chief Financial Officer	

Signatures

/s/ Nicola Santoro, Jr.

2/4/2025

**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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