

PENNYMAC FINANCIAL SERVICES, INC.

Form 3

March 06, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Hendry Gregory L</p> <p>(Last) (First) (Middle)</p> <p>C/O PENNYMAC FINANCIAL SERVICES, INC.,Â 6101 CONDOR DRIVE</p> <p>(Street)</p> <p>MOORPARK,Â CAÂ 93021</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/26/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PENNYMAC FINANCIAL SERVICES, INC. [PFSI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  EVP, Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	2,240 <sup>(1)</sup>	D	Â
Class B Common Stock	1	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	Â (2)	Â (2)	Class A Common Stock	27,394	\$ (2)	D	Â
Nonstatutory Stock Option (Right to Buy)	06/13/2014	06/12/2023	Class A Common Stock	2,018 (3)	\$ 21.03	D	Â
Nonstatutory Stock Option (Right to Buy)	02/26/2015	02/25/2024	Class A Common Stock	3,077 (4)	\$ 17.26	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendry Gregory L C/O PENNYMAC FINANCIAL SERVICES, INC. 6101 CONDOR DRIVE MOORPARK, CA 93021	Â	Â	Â EVP, Chief Accounting Officer	Â

## Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr. Hendry  
 03/06/2014  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The reported amount consists of 1,009 restricted stock units (RSUs), which were granted to the Reporting Person on June 13, 2013, and
- (1) 1,231 RSUs, which were granted to the Reporting Person on February 26, 2014. The RSUs will vest as to one-third on each of the first, second and third anniversaries of the grant date, subject to the Reporting Person's continued service through each date.
  - (2) Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
  - (3) This nonstatutory stock option to purchase 2,018 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of June 13, 2014, 2015 and 2016, subject to the Reporting Person's continued service through each date.
  - (4) This nonstatutory stock option to purchase 3,077 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of February 26, 2015, 2016 and 2017, subject to the Reporting Person's continued service through each date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.