PENNYMAC FINANCIAL SERVICES, INC.

Form 4

Class A

Stock

Common

01/31/2017

February 01, 2017

FORM	14 _{UNITED}	STATES					NGE C	OMMISSION	OMB	PPROVAL 3235-0287
Check the if no long subject to Section 1 Form 4 o	ger STATEN 16.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Number: Expires: Estimated a burden hou response	January 31, 2005 average
Form 5 obligation may cont See Instru 1(b).	ns Section 17(uction	(a) of the I	Public U	tility Ho		npan	y Act of	e Act of 1934, 1935 or Section 0	·	
(Print or Type I	(Kesponses)									
1. Name and A Grogin Jeffr	Address of Reporting rey	Person *	Symbol PENN	YMAC F	d Ticker on		ng	5. Relationship of Issuer (Check	Reporting Pers	
			SERVI	CES, IN	C. [PFSI]				••	
	YMAC FINANC , INC., 3043	Middle)		Day/Year)	Fransaction			Director _X Officer (give below)		Owner er (specify
WESTI AK	(Street)	A 01361		endment, D onth/Day/Yea	Oate Origina ar)	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson
WESTERIK	L VILL/IOL, C	1 71301						Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	OBOT Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	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)
Class A Common Stock	01/30/2017			M M	75,000 (1)	(D)	Price \$ 0 (1)	75,000	I	The Grogin Living Trust dtd 12-19-01 The

6,000

(2)

D

(3)

S

16.9025 69,000

Grogin

Living

Trust dtd 12-19-01

I

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Class A Common 02/01/2017 Stock	S	6,000 (2)	D	\$ 17.053 (4)	63,000	I	Grogin Living Trust dtd 12-19-01
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

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

		(e.g., puis,	cans, warrants, opti	ons, conve	tuble s	ecui ines)				
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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	<u>(1)</u>	01/30/2017		M		75,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	75
Nonstatutory Stock Option (Right to Buy)	\$ 21.03						06/13/2014	06/12/2023	Class A Common Stock	15
Nonstatutory Stock Option (Right to Buy)	\$ 17.26						02/26/2015	02/25/2024	Class A Common Stock	28
Nonstatutory Stock Option (Right to Buy)	\$ 17.52						03/03/2016	03/02/2025	Class A Common Stock	23
Nonstatutory Stock Option (Right to Buy)	\$ 11.28						03/07/2017	03/06/2026	Class A Common Stock	27
	(1)						<u>(1)</u>	<u>(1)</u>		22,1

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Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC					Class A Common Stock	
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	Ш		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	33
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(1)		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	11,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Grogin Jeffrey

C/O PENNYMAC FINANCIAL SERVICES, INC.
3043 TOWNSGATE ROAD

WESTLAKE VILLAGE, CA 91361

Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr.
Grogin
02/01/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- 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.
- (2) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
- The price reported is the weighted average price of multiple transactions ranging from \$16.75 to \$17.00. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.
- The price reported is the weighted average price of multiple transactions ranging from \$16.90 to \$17.15. The reporting person hereby (4) undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.

(5)

Reporting Owners 3

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This nonstatutory stock option to purchase 15,882 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.

- (6) This nonstatutory stock option to purchase 28,216 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.
- (7) This nonstatutory stock option to purchase 23,829 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 3, 2016, 2017 and 2018, subject to the Reporting Person's committed service through each date.
- (8) This nonstatutory stock option to purchase 27,771 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 7, 2017, 2018 and 2019, subject to the Reporting Person's committed 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.