

PENNYMAC FINANCIAL SERVICES, INC.

Form 8-K

May 16, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 14, 2013**

**PennyMac Financial Services, Inc.**

(Exact name of registrant as specified in its charter)

**001-35916**

(Commission File Number)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**80-0882793**  
(I.R.S. Employer Identification No.)

**6101 Condor Drive**

**Moorpark, CA 93021**

(Address of principal executive offices, with zip code)

**(818) 224-7442**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On May 14, 2013, the Board of Directors of PennyMac Financial Services, Inc., a Delaware corporation (the Company), approved the following annual retainer fees for non-employee directors of the Company:

|   |           |
|---|-----------|
| Base Annual Retainer, all committee members:      |           |
| Compensation Committee                            | \$ 7,750  |
| Related Party Matters Committee                   | \$ 5,750  |
| Additional Annual Retainer, all committee chairs: |           |
| Compensation Committee                            | \$ 10,750 |
| Related Party Matters Committee                   | \$ 7,750  |

On May 14, 2013, the Board of Directors of the Company also granted 4,459 restricted stock units ( Restricted Stock Units ) under the Company's 2013 Equity Incentive Plan (the Plan ) to each of the non-employee directors of the Company, with each such Restricted Stock Unit representing a contingent right to receive 1 share of the Company's Class A Common Stock upon settlement. One-third (1/3) of the Restricted Stock Units vest on each of the first, second and third anniversaries of the grant date, subject to continued service through each vesting date. Each Restricted Stock Unit is otherwise subject to the provisions of the Plan.

The form of Restricted Stock Unit Award Agreement to be entered into by the Company and each non-employee director in connection with the grants described above is filed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Form of Restricted Stock Unit Award Agreement for Non-Employee Directors |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PENNYMAC FINANCIAL SERVICES, INC.**

Date: May 16, 2013

By:

/s/ Jeffrey Grogin  
Jeffrey Grogin  
Chief Administrative and Legal Officer and Secretary

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 10.1                   | Form of Restricted Stock Unit Award Agreement for Non-Employee Directors |