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PENNYMAC FINANCIAL SERVICES, INC. Form 4 February 09, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Grogin Jeffrey Issuer Symbol PENNYMAC FINANCIAL (Check all applicable) SERVICES, INC. [PFSI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) C/O PENNYMAC FINANCIAL 02/07/2017 CALO SERVICES, INC., 3043 TOWNSGATE ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WESTLAKE VILLAGE, CA 91361 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Transaction Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price The Class A \$ Grogin 3,000 Common S D 19.1117 42,000 02/07/2017 I Living (1) (2)Stock Trust dtd 12-19-01 The Class A Grogin 3,000 \$ 18.265 Common S D 39.000 I 02/08/2017 Living (1) (3) Stock Trust dtd 12-19-01

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Class A Common 0 Stock	2/09/2017		S	3,00 (1)	⁰ D	\$ 18.2242 (4)	36,000	Ι	The Grogin Living Trust dtd 12-19-01	
Reminder: Repor	rt on a separate	e line for each class of	securities ben	Pe in re di	ersons w formatio equired to	n containe respond	directly. nd to the colle ed in this form unless the fo valid OMB co	m are not orm	SEC 1474 (9-02)	
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 D any (Month/Day/	ate, if	4. Transact Code (Instr. 8)	of	5	ate	7. Title and Underlying (Instr. 3 and	Securities
					Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(5)						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	632,58(
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(5)						(5)	(5)	Class A Common Stock	33,193
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	<u>(5)</u>						(5)	(5)	Class A Common Stock	22,128.7
Cl A Units of Private Nat'l Mortgage	. <u>(5)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	11,064.2

Acceptance Company, LLC					
Nonstatutory Stock Option (Right to Buy)	\$ 21.03	06/13/2014	06/12/2023	Class A Common Stock	15,882
Nonstatutory Stock Option (Right to Buy)	\$ 17.26	02/26/2015	02/25/2024	Class A Common Stock	28,216
Nonstatutory Stock Option (Right to Buy)	\$ 17.52	03/03/2016	03/02/2025	Class A Common Stock	23,829
Nonstatutory Stock Option (Right to Buy)	\$ 11.28	03/07/2017	03/06/2026	Class A Common Stock	27,771

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Grogin Jeffrey C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361			CALO		
Signatures					
/s/ Derek W. Stark, attorney-in-fact for Mr. Grogin	02/09	9/2017			
**Signature of Reporting Person	Da	ate			

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).
- (1) 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 \$19.00 to \$19.30. The reporting person hereby(2) 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 \$18.15 to \$18.425. The reporting person hereby(3) 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.

(4) The price reported is the weighted average price of multiple transactions ranging from \$18.10 to \$18.35. 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

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Stock and the prices at which the transactions were effected.

Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are(5) exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.

- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.