PENNYMAC FINANCIAL SERVICES, INC.

Form 4

March 09, 2016

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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**OMB APPROVAL** 

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

**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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Grogin Jeffrey

(Middle)

(Month/Day/Year)

03/07/2016

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

SERVICES, INC. [PFSI]

PENNYMAC FINANCIAL

Director X\_ Officer (give title

10% Owner Other (specify

below) CALO

C/O PENNYMAC FINANCIAL SERVICES, INC., 6101 CONDOR DRIVE

(Street)

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MOORPARK, CA 93021

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Following Reported Transaction(s)

Owned

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

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|   |   | 9                                       |   |   |        | ,                  |  |                    |   |                       |
|---|---|---|---|---|--------|--------------------|--|--------------------|---|-----------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                         | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | e<br>(A)<br>sed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) |                       |
|   |   |   |   | Code V  | (A)    | (D)                | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amor<br>Numl<br>Share |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy)                           | \$ 11.28  | 03/07/2016                              |   | A   | 27,771 |                    | 03/07/2017   | 03/06/2026         | Class A<br>Common<br>Stock                              | 27,<br>(              |
| Cl A Units of<br>Private Nat'l<br>Mortgage<br>Acceptance<br>Company,<br>LLC | <u>(2)</u>  |   |   |   |        |                    | (2)  | (2)                | Class A<br>Common<br>Stock                              | 707<br><u>(</u>       |
| Cl A Units of<br>Private Nat'l<br>Mortgage<br>Acceptance<br>Company,<br>LLC | <u>(2)</u>  |   |   |   |        |                    | (2)  | <u>(2)</u>         | Class A<br>Common<br>Stock                              | 33,                   |
| Cl A Units of<br>Private Nat'l<br>Mortgage<br>Acceptance<br>Company,<br>LLC | <u>(2)</u>  |   |   |   |        |                    | <u>(2)</u>   | <u>(2)</u>         | Class A<br>Common<br>Stock                              | 33,                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy)                           | \$ 21.03  |   |   |   |        |                    | 06/13/2014   | 06/12/2023         | Class A<br>Common<br>Stock                              | 15,                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy)                           | \$ 17.26  |   |   |   |        |                    | 02/26/2015   | 02/25/2024         | Class A<br>Common<br>Stock                              | 28,                   |
| Nonstatutory<br>Stock Option<br>(Right to<br>Buy)                           | \$ 17.52  |   |   |   |        |                    | 03/03/2016   | 03/02/2025         | Class A<br>Common<br>Stock                              | 23,                   |

### **Reporting Owners**

Relationships

Director 10% Owner Officer Other

**CALO** 

Grogin Jeffrey

C/O PENNYMAC FINANCIAL SERVICES, INC.

Reporting Owner Name / Address

6101 CONDOR DRIVE

MOORPARK, CA 93021

# **Signatures**

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

03/09/2016

\*\*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).
- 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.
- 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 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.
- (4) 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.
- (5) 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.

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.

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