

PENNYMAC FINANCIAL SERVICES, INC.

Form 5

February 01, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Grogin Jeffrey

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PENNYMAC FINANCIAL
SERVICES, INC. [PFSI]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20165. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CALOWESTLAKE
VILLAGE, CA 91361

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying (Instr. 1)
					(A)	(D)	Date Exercisable	Expiration Date	Title
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	Â	06/01/2015	Â	G	Â	707,580 <u>(1)</u> <u>(2)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class Common Stock
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	Â	06/01/2015	Â	G	707,580 <u>(1)</u>	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class Common Stock
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	Â	12/30/2016	Â	G	Â	11,064.27 <u>(3)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class Common Stock
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 21.03	Â	Â	Â	Â	Â	06/13/2014	06/12/2023	Class Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 17.26	Â	Â	Â	Â	Â	02/26/2015	02/25/2024	Class Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 17.52	Â	Â	Â	Â	Â	03/03/2016	03/02/2025	Class Common Stock
Nonstatutory Stock Option (Right to	\$ 11.28	Â	Â	Â	Â	Â	03/07/2017	03/06/2026	Class Common Stock

Buy)

Cl A Units of
Private Nat'lMortgage
AcceptanceCompany,
LLC

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^ (1)

^ (1)

Class
Com
Stoc

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

02/01/2017

__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
- (1) exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
 - (2) The Reporting Person transferred 707,580 Class A Units of Private National Mortgage Acceptance Company, LLC to The Grogin Living Trust dtd 12-19-01, which was not timely reported due to administrative error.
 - (3) The Reporting Person gifted 11,064.27 Class A Units of Private National Mortgage Acceptance Company, LLC from the MJG Children's Trust utd 12/31/2000 to his adult daughter.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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 provided 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.