

PENNYMAC FINANCIAL SERVICES, INC.

Form 4

April 15, 2014

FORM 4**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Botein Matthew

(Last) (First) (Middle)

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

(Street)

MOORPARK, CA 93021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PENNYMAC FINANCIAL
SERVICES, INC. [PFSI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(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)	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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	04/11/2014		M		100,000	A \$ 0 ⁽¹⁾	104,459 D
Class A Common Stock	04/14/2014		S		21,118 ⁽²⁾	D \$ 16.2299 ⁽³⁾	83,341 D
Class A Common Stock	04/14/2014		S		782 ⁽²⁾	D \$ 16.9	82,559 D

Class A				\$		
Common	04/15/2014	S	11,200 (2)	D	16.3276	71,359 (5)
Stock					(4)	D

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)

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 and Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class A Units of Private Nat'l Mortgage Acceptance Company, LLC	\$ 0 (1)	04/11/2014		M	100,000	11/05/2013 (1) (6)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Botein Matthew
C/O PENNYMAC FINANCIAL SERVICES, INC.
6101 CONDOR DRIVE
MOORPARK, CA 93021

X

Signatures

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

04/15/2014

__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).

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- 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 PennyMac Financial Services, Inc. on a one-for-one basis, subject to customary conversion rate adjustments, from and after the closing of PennyMac Financial Services, Inc.'s initial public offering, and after the expiration of a lock-up agreement.
 - (2) These common shares of beneficial interest were sold pursuant to a 10b5-1 plan.

The price reported is the weighted average price of multiple transactions at prices ranging from \$15.88 to \$16.88. The reporting person
 - (3) hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of common shares of beneficial interest and the prices at which the transactions were effected.

The price reported is the weighted average price of multiple transactions at prices ranging from \$16.27 to \$16.61. The reporting person
 - (4) hereby undertakes to provide upon request of the SEC, the Issuer or a security holder of the Issuer the number of common shares of beneficial interest and the prices at which the transactions were effected.
 - (5) The reported amount consists of 4,459 restricted share units and 66,900 common shares of beneficial interest. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting.
 - (6) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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