PENNYMAC FINANCIAL SERVICES, INC.

Form 4

March 08, 2017

## 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

**OMB** 

Number:

3235-0287

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January 31, 2005

**OMB APPROVAL** 

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Walker David M

2. Issuer Name and Ticker or Trading

Symbol

PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Chief Risk Officer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Officer (give title below)

Director

10% Owner Other (specify

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

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

(Month/Day/Year)

03/06/2017

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

#### WESTLAKE VILLAGE, CA 91361

(State)

(Street)

1.Title of Security	2. Transaction Date (Month/Day/Year)	
(Instr. 3)	( · · · · · · · · · · · · · · · · · · ·	any (Month/Day/Year

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

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

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

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

Class A Common 03/06/2017

6,925 Α

\$0 6,925 (2)

D

Class A Common Stock

Stock

30 I

**Trust 2002** Dated February 13, 2002, As

The Walker

Amended

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amoun Securiti 4)
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amor Numl Share
Nonstatutory Stock Option (Right to Buy)	\$ 18.05	03/06/2017		A	17,313	03/06/2018	03/06/2027	Class A Common Stock	17, <u>(</u>
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	783
Nonstatutory Stock Option (Right to Buy)	\$ 21.03					06/13/2014	06/12/2023	Class A Common Stock	15, <u>(:</u>
Nonstatutory Stock Option (Right to Buy)	\$ 17.26					02/26/2015	02/25/2024	Class A Common Stock	28,: <u>(</u>
Nonstatutory Stock Option (Right to Buy)	\$ 17.52					03/03/2016	03/02/2025	Class A Common Stock	23,
Nonstatutory Stock Option (Right to Buy)	\$ 11.28					03/07/2017	03/06/2026	Class A Common Stock	27,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1 8	Director	10% Owner	Officer	Other	
Walker David M C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361			Chief Risk Officer		

## **Signatures**

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

03/08/2017

\*\*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).
- The Reporting Person was granted 6,925 restricted stock units in connection with his service as an officer of the Issuer. The restricted stock units, which vest in three equal installments beginning on the first anniversary of the grant date, are to be settled in an equal number of shares of Class A Common Stock upon vesting.
- (2) The reported amount consists of 6,925 restricted share units. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting.
- (3) This nonstatutory stock option to purchase 17,313 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 6, 2018, 2019 and 2020, 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
- (4) exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.

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