PENNYMAC FINANCIAL SERVICES, INC.

Form 4 April 15, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Botein Matthew**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PENNYMAC FINANCIAL

(Check all applicable)

SERVICES, INC. [PFSI] (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

04/11/2014

_X__ Director 10% Owner Officer (give title Other (specify

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

(First)

DRIVE

Stock

Class A Common

Stock

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

MOORPARK, CA 93021

04/14/2014

(Street)

Form filed by More than One Reporting

(3)

\$ 16.9

82,559

D

D

			FEISOII								
(City)	(State)	(Zip) Tal	ble I - Non-	Derivative	Secur	ities Acquire	ed, Disposed of, o	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. Securitie on Disposed o (Instr. 3, 4) Amount	f (D)	uired (A) or Price	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)		
Class A Common Stock	04/11/2014		M	100,000	A	\$ 0 (1)	104,459	D			
Class A Common	04/14/2014		S	21,118 (2)	D	\$ 16.2299	83,341	D			

 $782^{(2)}$

S

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Class A S 11,200 \$ Stock S $\frac{11,200}{(2)}$ D $\frac{16.3276}{(4)}$ 71,359 $\frac{(5)}{(4)}$ 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	nversion (Month/Day/Year) Execution Date, if TransactiorDerivative Exercise any Code Securities ce of (Month/Day/Year) (Instr. 8) Acquired (A Disposed of Curity (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Amount Underlying Securitie (Instr. 3 and 4)			
Cl A Units				Code V	5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
of Private Nat'l Mortgage Acceptance Company,	\$ 0 <u>(1)</u>	04/11/2014		M	100,000	11/05/2013(1)	<u>(6)</u>	Class A Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Botein Matthew C/O PENNYMAC FINANCIAL SERVICES, INC. 6101 CONDOR DRIVE MOORPARK, CA 93021	X					

Signatures

LLC

/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).

Reporting Owners 2

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- 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 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. 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.