

PENNYMAC FINANCIAL SERVICES, INC.

Form 8-K

June 10, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 5, 2014

PennyMac Financial Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001- 35916 80-0882793**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

6101 Condor Drive, Moorpark, California 93021
(Address of principal executive offices) (Zip Code)

(818) 224-7442

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2014, PennyMac Financial Services, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”) in Moorpark, California for the purpose of: (i) electing nine (9) director nominees to serve on the Board of Directors (the “Board”), each for a one-year term expiring at the 2015 Annual Meeting of Stockholders; and (ii) ratifying the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014. As of the record date, 20,879,486 shares of Class A common stock were issued and outstanding, and 58 shares of Class B common stock were issued and held by owners of Class A units of Private National Mortgage Acceptance Company, LLC (“PNMAC”). Each share of Class A common stock held on the record date entitled the holder to one vote on each proposal. Each share of Class B common stock held on the record date entitled the holder to a number of votes on each proposal equal to the number of Class A units of PNMAC held by such holder on the record date. The total number of eligible votes as of the record date was 75,888,888, of which 72,673,184 shares, or 95.76%, were present in person or by proxy.

Proposal 1: The election of nine (9) director nominees to serve on the Board, each for a one-year term expiring at the 2015 Annual Meeting of Stockholders.

Trustee	Votes For	Votes Withheld	Broker Non-Votes
Stanford L. Kurland	71,209,027	53,968	1,410,189
David A. Spector	71,221,027	41,968	1,410,189
Matthew Botein	71,136,873	126,122	1,410,189
James K. Hunt	69,611,265	1,651,730	1,410,189
Joseph Mazzella	71,205,524	57,471	1,410,189
Farhad Nanji	71,205,524	57,471	1,410,189
John Taylor	71,222,100	40,895	1,410,189
Mark Wiedman	71,205,524	57,471	1,410,189
Emily Youssouf	71,222,043	40,952	1,410,189

All director nominees were elected.

Proposal 2: Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014.

Votes For	Votes Against	Abstentions	Broker Non-Votes
72,645,815	26,099	1,270	0

Further information regarding these proposals is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 21, 2014.

