

PENNYMAC FINANCIAL SERVICES, INC.

Form 5

February 01, 2017

# FORM 5

OMB APPROVAL

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB Number: 3235-0362  
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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

1. Name and Address of Reporting Person \*  
**Grogin Jeffrey**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WESTLAKE VILLAGE, CA 91361

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |

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

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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) |                           | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title Underlying Instrument (Instr. 10) |                      |
|--|--|--------------------------------------|--|--------------------------------|--|---------------------------|--|-----------------|--|----------------------|
|  |  |                                      |  |                                | (A)  | (D)                       | Date Exercisable   | Expiration Date |  |                      |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | Â  | 06/01/2015                           | Â  | G                              | Â  | 707,580<br><u>(1) (2)</u> | Â  | Â <u>(1)</u>    | Â <u>(1)</u>                               | Class<br>Com<br>Stoc |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | Â  | 06/01/2015                           | Â  | G                              |  | 707,580<br><u>(1)</u>     | Â  | Â <u>(1)</u>    | Â <u>(1)</u>                               | Class<br>Com<br>Stoc |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | Â  | 12/30/2016                           | Â  | G                              | Â  | 11,064.27<br><u>(3)</u>   | Â  | Â <u>(1)</u>    | Â <u>(1)</u>                               | Class<br>Com<br>Stoc |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | Â  | Â                                    | Â  | Â                              | Â  | Â                         | Â  | Â <u>(1)</u>    | Â <u>(1)</u>                               | Class<br>Com<br>Stoc |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 21.03   | Â                                    | Â  | Â                              | Â  | Â                         | 06/13/2014   | 06/12/2023      |  | Class<br>Com<br>Stoc |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 17.26   | Â                                    | Â  | Â                              | Â  | Â                         | 02/26/2015   | 02/25/2024      |  | Class<br>Com<br>Stoc |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 17.52   | Â                                    | Â  | Â                              | Â  | Â                         | 03/03/2016   | 03/02/2025      |  | Class<br>Com<br>Stoc |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 11.28   | Â                                    | Â  | Â                              | Â  | Â                         | 03/07/2017   | 03/06/2026      |  | Class<br>Com<br>Stoc |

Buy)

Class A Units of  
Private Nat'l  
Mortgage  
Acceptance  
Company,  
LLC

^ ^ ^ ^ ^ ^ ^ (1) ^ (1)

Class  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Grogin Jeffrey<br>C/O PENNYMAC FINANCIAL SERVICES, INC.<br>3043 TOWNSGATE ROAD<br>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).
- (1) 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 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.