

PENNYMAC FINANCIAL SERVICES, INC.  
Form 8-K  
March 24, 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): **March 24, 2014**

**PennyMac Financial Services, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001- 35916**  
(Commission  
File Number)

**80-0882793**  
(IRS Employer  
Identification No.)

**6101 Condor Drive, Moorpark, California**  
(Address of principal executive offices)

**93021**  
(Zip Code)

**(818) 224-7442**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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:

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

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

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

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



**EXPLANATORY NOTE**

**Item 7.01. Regulation FD Disclosure.**

On March 24, 2014, PennyMac Financial Services, Inc. (the Company ) issued a press release announcing that selling stockholder Fidelity Investments Charitable Gift Fund ( Fidelity ) intends to sell 5,554,545 of its shares of Class A common stock of the Company in an underwritten public offering. Citigroup Global Markets, Inc. ( Citigroup ) is acting as the sole book-running manager and sole underwriter for the offering. Citigroup will have the option to purchase up to an additional 555,455 shares of Class A common stock from Fidelity. The Company will not sell any shares in the offering and all net proceeds from the offering will be retained by Fidelity. The press release is attached as Exhibit 99.1 hereto and incorporated by reference in this Item 7.01.

Note: Information in this report (including the exhibit) furnished pursuant to Item 7.01 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD. Furthermore, the information provided in Exhibit 99.1 (which press release is incorporated by reference into this Item 7.01) shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, unless such incorporation by reference is specifically referenced therein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

**No.**

99.1

Press Release dated March 24, 2014.

**Description of Exhibit**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PENNYMAC FINANCIAL SERVICES, INC.

Dated: March 24, 2014

/s/ Anne D. McCallion  
Anne D. McCallion  
Chief Financial Officer