

Grogin Jeffrey
Form 4
January 29, 2018

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)
01/25/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ 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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WESTLAKE VILLAGE, CA 91361

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--------------------------------------|
| | | | Code | V | Amount | | | | | |
| | | | | | (A) or (D) | | | | | |
| | | | | | Price | | | | | |
| Class A Common Stock | 01/25/2018 | | M | | 25,000 ⁽¹⁾ | A | \$ 0 ⁽²⁾ | 25,000 | I | The Grogin Living Trust dtd 12-19-01 |
| Class A Common Stock | 01/26/2018 | | S | | 5,000 ⁽³⁾ | D | \$ 22.6501 ⁽⁴⁾ | 20,000 | I | The Grogin Living Trust dtd 12-19-01 |

Class A
Common
Stock

9,002 ⁽⁵⁾ D

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

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(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 | 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | (2) | 01/25/2018 | | M | 25,000 | (2) (2) | Class A Common Stock 25,000 |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | (2) | | | | | (2) (2) | Class A Common Stock 11,000 |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | (2) | | | | | (2) (2) | Class A Common Stock 33,000 |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | (2) | | | | | (2) (2) | Class A Common Stock 22,100 |
| | \$ 21.03 | | | | | 06/13/2014 06/12/2023 | 15,800 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Class | Quantity |
|--|----------------|------------|-----------------|----------------------|----------|
| Nonstatutory Stock Option (Right to Buy) | | | | Class A Common Stock | |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.26 | 02/26/2015 | 02/25/2024 | Class A Common Stock | 28,200 |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.52 | 03/03/2016 | 03/02/2025 | Class A Common Stock | 23,800 |
| Nonstatutory Stock Option (Right to Buy) | \$ 11.28 | 03/07/2017 | 03/06/2026 | Class A Common Stock | 27,700 |
| Nonstatutory Stock Option (Right to Buy) | \$ 18.05 | 03/06/2018 | 03/05/2027 | Class A Common Stock | 22,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Grogin Jeffrey C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361 | | | | CALO |

Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr. Grogin 01/29/2018

**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) Represents shares of Class A Common Stock received upon the exchange of Class A Units of Private National Mortgage Acceptance Company, LLC.
- (2) 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.
- (3) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
- (4) The price reported is the weighted average price of multiple transactions ranging from \$22.45 to \$22.85. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common

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Stock and the prices at which the transactions were effected.

- (5) The reported amount consists of 9,002 restricted stock units. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.
- (6) These securities are held by the reporting person's adult daughter who is no longer living at home and the reporting person disclaims beneficial ownership of such securities.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) This nonstatutory stock option to purchase 22,506 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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