

Chang Andrew S
 Form 4
 April 04, 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 *
 Chang Andrew S

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)
 04/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|
| | | | | (A) or (D) | Amount | Price | | | |
| Class A Common Stock | 04/02/2018 | | M | | 30,372 ⁽¹⁾ | A | \$ 0 | 54,799 ⁽²⁾ | 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)

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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 Underlying Instrument (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance-Based Restricted Stock Units | \$ 0 ⁽¹⁾ | 04/02/2018 | | A | 30,372 | <u>(1)</u> | <u>(1)</u> | Classified Common Stock |
| Performance-Based Restricted Stock Units | \$ 0 ⁽¹⁾ | 04/02/2018 | | M | 30,372 | <u>(1)</u> | <u>(1)</u> | Classified Common Stock |
| Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC | <u>(3)</u> | | | | | <u>(3)</u> | <u>(3)</u> | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 21.03 | | | | | 06/13/2014 | 06/12/2023 | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.26 | | | | | 02/26/2015 | 02/25/2024 | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.52 | | | | | 03/03/2016 | 03/02/2025 | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 11.28 | | | | | 03/07/2017 | 03/06/2026 | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 18.05 | | | | | 03/06/2018 | 03/05/2027 | Classified Common Stock |
| Nonstatutory Stock Option (Right to Buy) | \$ 24.4 | | | | | 03/09/2019 | 03/08/2028 | Classified Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chang Andrew S
 C/O PENNYMAC FINANCIAL SERVICES, INC.
 3043 TOWNSGATE ROAD
 WESTLAKE VILLAGE, CA 91361

Chief
 Financial
 Officer

Signatures

/s/ Jeffrey P. Grogin, attorney-in-fact for Mr.
 Chang

04/04/2018

__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).

- This performance-based restricted stock unit (PSU) award was granted to the Reporting Person on March 3, 2015 and vested on April 2, 2018, as determined by the Compensation Committee of the Board of Directors. The payout of shares of Class A Common Stock pursuant to the PSU award was determined based on the Issuer's earnings per share (EPS) of \$9.14, return on equity (ROE) of 25% and individual effectiveness of the Reporting Person for the period January 1, 2015 through December 31, 2017, as measured against the target performance goals set by the Compensation Committee at the time of grant. The payout percentages for the PSU award based on target achievement was 120% for EPS and 92.43% for ROE.
- (1) The reported amount consists of 15,856 restricted stock units and 38,943 shares of Class A Common Stock. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.
 - (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) 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.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) This nonstatutory stock option to purchase 27,700 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.
 - (8) This nonstatutory stock option to purchase 21,174 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 9, 2019, 2020 and 2021, subject to the Reporting Person's committed service through each date.
 - (9)

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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