

Chang Andrew S
Form 3
May 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Chang Andrew S

(Last) (First) (Middle)

C/O PENNYMAC FINANCIAL SERVICES, INC.,Â 6101 CONDOR DRIVE

(Street)

MOORPARK,Â CAAÂ 93021

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/09/2013

3. Issuer Name and Ticker or Trading Symbol

PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other (give title below) (specify below)

See below

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Class B Common Stock

1

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Class A Units of Private Nat'l Mortgage Acceptance Co., LLC ⁽¹⁾	⁽¹⁾	Class A Common Stock ⁽¹⁾	856,671	\$ ⁽¹⁾	D ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Andrew S C/O PENNYMAC FINANCIAL SERVICES, INC. 6101 CONDOR DRIVE MOORPARK, CA 93021	⁽¹⁾	⁽¹⁾	⁽¹⁾ See below	⁽¹⁾

Signatures

/s/ Jeffrey P. Grogin,
attorney-in-fact

05/09/2013

⁽¹⁾Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are
(1) exchangeable for shares of Class A Common Stock of PennyMac Financial Services, Inc. on a one-for-one basis, subject to customary conversion rate adjustments, from and after the closing of PennyMac Financial Services, Inc.'s initial public offering.

⁽¹⁾

Remarks:

Box 4: ⁽¹⁾ Officer - ⁽¹⁾ Chief ⁽¹⁾ Business ⁽¹⁾ Development ⁽¹⁾ Officer ⁽¹⁾ Exhibit ⁽¹⁾ 24.1 ⁽¹⁾ Power ⁽¹⁾ of ⁽¹⁾ Attorney

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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