

BlackRock Inc.
Form 4
November 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
BlackRock Inc.

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)
55 EAST 52ND STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2018

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

NEW YORK, NY 10055

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common stock | 11/01/2018 | | C(1)(2) | 13,760,647 A \$ 0 | 15,560,647 | I | See footnote (3) |

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

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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) (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 |
| Class A Units of Private National Mortgage Acceptance Compan | \$ 0 | 11/01/2018 | | C(1)(2) | 13,760,647 | (2) | (2) | Common Stock | 13, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlackRock Inc. 55 EAST 52ND STREET NEW YORK, NY 10055 | | | | |
| BlackRock Holdco 2, Inc. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | | |
| BLACKROCK FINANCIAL MANAGEMENT INC/DE 100 BELLEVUE PARKWAY WILMINGTON, DE 19809 | | | | |
| BlackRock Mortgage Ventures, LLC 55 EAST 52ND STREET NEW YORK, NY 10055 | | | | |

Signatures

/s/ Daniel Waltcher, Authorized Signatory 11/05/2018

**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) On August 2, 2018, PennyMac Financial Services, Inc., a Delaware corporation ("Old PennyMac") entered into a Contribution Agreement and Plan of Merger (the "Reorganization Agreement") with various parties including, among others, New PennyMac Financial Services, Inc., a Delaware corporation (the "Issuer"), and BlackRock Mortgage Ventures, LLC ("BLK MV"), an indirect wholly owned subsidiary of BlackRock, Inc. (the "Reporting Person"). The Reorganization Agreement provided that Old PennyMac would reorganize under a new public holding company, eliminate its "Up-C" structure and transition to a single class of common stock held by all stockholders. On November 1, 2018, the transactions contemplated by the Reorganization Agreement (the "Reorganization")

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were completed. The Issuer succeeded to Old PennyMac as a public-reporting Company pursuant to Rule 12g-3 under the Securities Exchange Act of 1934, and changed its name to PennyMac Financial Services Inc.

- (2) In the Reorganization, (i) 13,760,647 Class A Units of Private National Mortgage Acceptance Company, LLC held by BLK MV were exchanged for 13,760,647 shares of common stock of the Issuer ("Common Stock") and (ii) 1,800,000 shares of Class A common stock of Old PennyMac held by BLK MV were converted into 1,800,000 shares of Common Stock.

- (3) 15,560,647 shares of Common Stock beneficially owned by the Reporting Person (including the 13,760,647 shares of Common Stock that were converted from Class A Units held by BlackRock Mortgage Ventures LLC pursuant to the Reorganization) are directly owned by BlackRock Mortgage Ventures, LLC, which is a wholly owned subsidiary of BlackRock Financial Management, Inc., which is a wholly owned subsidiary of BlackRock Holdco 2, Inc., which is a wholly-owned subsidiary of BlackRock, Inc. BlackRock, Inc., BlackRock Holdco 2, Inc., and BlackRock Financial Management, Inc. are indirect beneficial owners of these securities.

Remarks:

An employee of the Reporting Person is a director of the Issuer. The Reporting Person disclaims that it may be deemed a director.

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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