

Perotti Daniel Stanley
 Form 4
 November 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Perotti Daniel Stanley

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)
 C/O PENNYMAC FINANCIAL SERVICES, INC., 3043 TOWNSGATE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2017

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

WESTLAKE VILLAGE, CA 91361
 (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
 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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------------|
| | | | Code | V | Amount (A) or (D) Price | | | | |
| Class A Common Stock | 11/27/2017 | | M | | 2,400 <u>(1)</u> | A | \$ 0 <u>(2)</u> 2,400 | I | The Perotti Family Trust |
| Class A Common Stock | 11/27/2017 | | S | | 2,400 <u>(3)</u> | D | \$ 20.00 <u>(4)</u> 0 | I | The Perotti Family Trust |
| Class A Common | 11/28/2017 | | M | | 3,042 <u>(1)</u> | A | \$ 0 <u>(2)</u> 3,042 | I | The Perotti |

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| | | | | | | | | |
|----------------------|------------|---|--------------|---|----------------------|------------|---|--------------------------|
| Stock | | | | | | | | Family Trust |
| Class A Common Stock | 11/28/2017 | S | 3,042 (3) | D | \$ 20.0033 (4) | 0 | I | The Perotti Family Trust |
| Class A Common Stock | | | | | | 11,405 (5) | 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)

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC | (6) | 11/27/2017 | | M | 2,400 | (6) (6) | Class A Common Stock | 2,400 (1) | |
| Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC | (6) | 11/28/2017 | | M | 3,042 | (6) (6) | Class A Common Stock | 3,042 (1) | |
| Nonstatutory Stock Option (Right to Buy) | \$ 21.03 | | | | | 06/13/2014 06/12/2023 | Class A Common Stock | 2,527 (7) | |
| | \$ 17.26 | | | | | 02/26/2015 02/25/2024 | | | |

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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, from and after the closing of PennyMac Financial, Inc.'s initial public offering, and after the expiration of a lock-up agreement.

- (7) This nonstatutory stock option to purchase 2,523 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of the first, second and third anniversaries of the grant date, subject to the Reporting Person's continued service through each date.
- (8) This nonstatutory stock option to purchase 16,881 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 16,481 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 16,615 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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