

BlackRock Inc.  
Form 4  
November 05, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10055

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

(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 Beneficial Ownership (Instr. 4)
			Code V Amount (A) or (D) Price				
Common stock	11/01/2018		C <sup>(1)(2)</sup>	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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class A Units of Private National Mortgage Acceptance Compan	\$ 0	11/01/2018		C <sup>(1)(2)</sup>	13,760,647	<sup>(2)</sup>	<sup>(2)</sup>	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

\*\*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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