

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BlackRock Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
PNMAC Holdings, 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)

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

NEW YORK, NY 10055

(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)
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.

**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
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(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 of 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 Company	\$ 0	11/01/2018		C ⁽¹⁾⁽²⁾		13,760,647		<u>(2)</u>	<u>(2)</u>	Common Stock	13,760,647

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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