

PennyMac Mortgage Investment Trust  
Form 8-A12B  
March 07, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**PennyMac Mortgage Investment Trust**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or organization)

**27-0186273**  
(IRS Employer Identification No.)

**3043 Townsgate Road  
Westlake Village, California**  
(Address of principal executive offices)

**91361**  
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**  
8.125% Series A Fixed-to-Floating Rate  
Cumulative Redeemable Preferred Shares of  
Beneficial Interest, \$0.01 par value per share

**Name of each exchange on which  
each class is to be registered**  
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  X

Edgar Filing: PennyMac Mortgage Investment Trust - Form 8-A12B

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable): **File No. 333-205039**

Securities registered pursuant to Section 12(g) of the Act: **None**

---

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share, of PennyMac Mortgage Investment Trust (the Registrant) is set forth under the heading Description of the Series A Preferred Shares included in the Registrant's Prospectus Supplement, dated March 2, 2017, as filed with the Securities and Exchange Commission (the Commission) on March 6, 2017, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and under the heading Description of Shares of Beneficial Interest in the accompanying prospectus that constitutes a part of the Registrant's Registration Statement on Form S-3 (File No. 333-205039), which became automatically effective upon filing with the Commission on June 17, 2015, which information is incorporated herein by reference.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Declaration of Trust of PennyMac Mortgage Investment Trust, as amended and restated (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009) |
| 3.2                | Articles Supplementary to the Declaration of Trust of PennyMac Mortgage Trust, classifying and designating the 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Shares of Beneficial Interest       |
| 3.3                | Amended and Restated Bylaws of PennyMac Mortgage Investment Trust (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on August 13, 2013)                                      |
| 4.1                | Specimen Certificate for 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Shares of Beneficial Interest of PennyMac Mortgage Investment Trust   |
| 4.2                | Specimen Common Share Certificate of PennyMac Mortgage Investment Trust (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009)             |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereto duly authorized.

**PENNYMAC MORTGAGE INVESTMENT TRUST**

Date: March 6, 2017

By:

/s/ Andrew S. Chang  
Andrew S. Chang  
Senior Managing Director and Chief Financial  
Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Declaration of Trust of PennyMac Mortgage Investment Trust, as amended and restated (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009) |
| 3.2                | Articles Supplementary to the Declaration of Trust of PennyMac Mortgage Trust, classifying and designating the 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Shares of Beneficial Interest       |
| 3.3                | Amended and Restated Bylaws of PennyMac Mortgage Investment Trust (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on August 13, 2013)                                      |
| 4.1                | Specimen Certificate for 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Shares of Beneficial Interest of PennyMac Mortgage Investment Trust   |
| 4.2                | Specimen Common Share Certificate of PennyMac Mortgage Investment Trust (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009)             |