PENNYMAC FINANCIAL SERVICES, INC.
Form 5
February 14, 2014

FORM 5

OMB APPROVAL

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

ANNUAL 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

(Last) (First) (Middle)

55 EAST 52ND STREET

(Street)

NEW YORK,Â NYÂ 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amoun Underlying Securit (Instr. 3 and 4)

	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Class A Units of Private National Mortgage Acceptance Co LLC	Â	06/28/2013	Â	G	6,110,000	Â	Â (2)	Â (2)	Class A Common Stock	6,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlackRock Inc. 55 EAST 52ND STREET NEW YORK,Â NYÂ 10055	Â	X	Â	Â
BlackRock Holdco 2, Inc. 55 EAST 52ND STREET NEW YORK,Â NYÂ 10055	Â	X	Â	Â
BLACKROCK FINANCIAL MANAGEMENT INC/DE 55 EAST 52ND STREET NEW YORK,Â NYÂ 10055	Â	X	Â	Â
BlackRock Mortgage Ventures, LLC 55 EAST 52ND STREET NEW YORK,Â NYÂ 10055	Â	X	Â	Â

Signatures

/s/ Daniel Waltcher	02/14/2014
**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) These securities 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 the reported securities.

(2) 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 PennyMac Financial Services, Inc. on a one-for-one basis, subject to customary conversion rate adjustments.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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