

PennyMac Mortgage Investment Trust  
Form 8-K  
June 10, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 4, 2014**

**PennyMac Mortgage Investment Trust**

(Exact name of registrant as specified in its charter)

**Maryland**                      **001-34416**    **27-0186273**  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**6101 Condor Drive, Moorpark, California 93021**  
(Address of principal executive offices)              (Zip Code)

**(818) 224-7442**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 4, 2014, PennyMac Mortgage Investment Trust (the “Company”) held its Annual Meeting of Shareholders (the “Meeting”) in Moorpark, California for the purpose of: (i) electing three (3) Class II trustees to serve on the Company’s board of trustees (the “Board”) until its 2017 Annual Meeting of Shareholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014; and (iii) approving, by non-binding vote, the Company’s executive compensation. The total number of common shares of beneficial interest entitled to vote at the Meeting was 73,989,941, of which 62,719,684 shares, or 84.76%, were present in person or by proxy.

*Proposal 1:* The election of three (3) Class II trustees to serve on the Board until the 2017 Annual Meeting of Shareholders.

<b>Trustee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Preston DuFauchard	39,962,154	293,833	22,463,697
Nancy McAllister	39,959,253	296,734	22,463,697
Stacey D. Stewart	37,698,310	2,557,677	22,463,697

All Class II trustee nominees were elected. The continuing trustees of the Company are Stanford L. Kurland, David A. Spector, Randall D. Hadley, Scott W. Carnahan, Clay A. Halvorsen and Frank P. Willey.

*Proposal 2:* Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2014.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
62,185,509	421,204	112,971	0

*Proposal 3:* Approval, by non-binding vote, of the Company’s executive compensation.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
39,264,523	670,837	320,627	22,463,697

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Further information regarding these proposals is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 21, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PENNYMAC  
MORTGAGE  
INVESTMENT  
TRUST**

Dated: June 10, 2014      By:     /s/ Anne D.  
   McCallion  
   Anne D.  
   McCallion  
   Chief Financial  
   Officer

