

Sullivan Marianne  
 Form 3  
 September 28, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|                                                              |                                              |                                      |                                                                        |                                                      |
|--------------------------------------------------------------|----------------------------------------------|--------------------------------------|------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person *                    |                                              | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |                                                      |
| Â Sullivan Marianne                                          |                                              | (Month/Day/Year)                     | PennyMac Mortgage Investment Trust [PMT]                               |                                                      |
| (Last)                                                       | (First)                                      | (Middle)                             | 09/26/2017                                                             |                                                      |
| C/O PENNYMAC MORTGAGE INVESTMENT TRUST,Â 3043 TOWNSGATE ROAD |                                              |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                                     | (Check all applicable)                       |                                      |                                                                        |                                                      |
|                                                              | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner   |                                                                        |                                                      |
|                                                              | <input type="checkbox"/> Officer             | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |                                                      |
|                                                              | (give title below) (specify below)           |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                      |
|                                                              |                                              |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |                                                      |
| WESTLAKE VILLAGE,Â CAÂ 91361                                 |                                              |                                      |                                                                        |                                                      |
| (City)                                                       | (State)                                      | (Zip)                                |                                                                        |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Shares of Beneficial Interest | 2,072 <sup>(1)</sup>                                     | D                                                                 | Â                                                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                                   | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                  | Director      | 10% Owner | Officer | Other |
| Sullivan Marianne<br>C/O PENNYMAC MORTGAGE INVESTMENT TRUST<br>3043 TOWNSGATE ROAD<br>WESTLAKE VILLAGE, CA 91361 | X             |           |         |       |

## Signatures

/s/ Kisha Parker, attorney-in-fact for Ms. Sullivan 09/28/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reported amount consists of 2,072 restricted share units (RSUs) granted to the Reporting Person on September 26, 2017 in connection with his service as an independent trustee of the Issuer. Each RSU represents a contingent right to receive 1 share of the Issuer's common shares of beneficial interest upon settlement at the time of vesting. The RSUs will vest as to one-third (1/3) on each of the first, second and third anniversaries of the grant date, subject to continued service through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.