

PennyMac Mortgage Investment Trust  
Form 8-K/A  
May 27, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 25, 2016**

**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.)

**3043**              **91361**  
**Townsgate**  
**Road,**  
**Westlake**  
**Village,**

**California**

(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))

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 8-K/A (this “Form 8-K/A”) is an amendment to the Current Report on Form 8-K of PennyMac Mortgage Investment Trust originally filed with the Securities and Exchange Commission on May 27, 2016 (the “Original Filing”). This Form 8-K/A is being filed to clarify that the election of trustees as disclosed in Item 5.07 of the Original Filing was solely with respect to the Class I trustees. Accordingly, this Form 8-K/A amends and restates in its entirety Item 5.07 of the Original Filing.

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

On May 25, 2016, PennyMac Mortgage Investment Trust (the “Company”) held its Annual Meeting of Shareholders (the “Meeting”) in Westlake Village, California for the purpose of: (i) electing two (2) Class I trustees to serve on the Company’s board of trustees (the “Board”) until its 2019 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, 2016; 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 69,066,949, of which 60,012,927 shares, or 86.89%, were present in person or by proxy.

*Proposal 1:* The election of two (2) Class I trustees to serve on the Board until the 2019 Annual Meeting of Shareholders.

| Trustee           | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Scott W. Carnahan | 35,916,975 | 602,749        | 23,493,203       |
| Frank P. Willey   | 35,913,397 | 606,327        | 23,493,203       |

All Class I trustee nominees were elected. The other continuing trustees of the Company are Stanford L. Kurland, David A. Spector, Preston DuFauchard, Nancy McAllister, Stacey D. Stewart, Randall D. Hadley and Clay A. Halvorsen.

*Proposal 2:* Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2016.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 59,487,396 | 266,632       | 258,899     | 0                |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

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23,058,660 12,421,939 1,039,125 23,493,203

Further information regarding these proposals is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 8, 2016.

**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: May 27, 2016 By: /s/ Jeffrey P. Grogin  
Jeffrey P. Grogin  
Chief Administrative and Legal Officer and Secretary