

PennyMac Mortgage Investment Trust
Form 8-K
February 14, 2019

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): February 11, 2019

PennyMac Mortgage Investment Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-34416
(Commission
File Number)

27-0186273
(IRS Employer
Identification No.)

3043 Townsgate Road, Westlake Village, California

91361

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (818) 224-7442

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On February 11, 2019, PennyMac Mortgage Investment Trust, a Maryland real estate investment trust (the **Company**), PennyMac Operating Partnership, L.P., a Delaware limited partnership and the operating partnership of the Company (in such capacity, the **Operating Partnership**), and PNMAC Capital Management, LLC, a Delaware limited liability company and the manager of the Company (in such capacity, the **Manager**), entered into a Purchase Agreement (the **Purchase Agreement**) with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC (each, an **Underwriter** and collectively, the **Underwriters**), relating to the issuance and sale by the Company, and the purchase by the Underwriters, severally, of 7,000,000 common shares of beneficial interest, par value \$0.01 per share (the **Common Shares**), at a purchase price of \$20.41 per share (before expenses). Pursuant to the Purchase Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,050,000 Common Shares. The offering closed on February 14, 2019 and the Company received net proceeds from the offering of approximately \$142.5 million, after deducting the Company's estimated expenses. If the Underwriters exercise their option to purchase additional Common Shares during the 30-day option period, the Company will receive additional net proceeds of up to approximately \$21.4 million.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
1.1	<u>Purchase Agreement, dated February 11, 2019, among the Company, the Operating Partnership, the Manager and the Underwriters</u>
5.1	<u>Opinion of Venable LLP as to the legality of the Common Shares</u>
23.1	<u>Consent of Venable LLP (included in Exhibit 5.1)</u>

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.

Dated: February 14, 2019

PENNYMAC MORTGAGE INVESTMENT TRUST

By: /s/ Andrew S. Chang

Name: Andrew S. Chang

Title: Senior Managing Director and Chief Financial
Officer