

Penumbra Inc
Form 4
September 23, 2015

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wang Walter Charles

(Last) (First) (Middle)

ONE PENUMBRA PLACE, 1351
HARBOR BAY PARKWAY

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Penumbra Inc [PEN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	09/23/2015		A		2,000	A	\$ 0	8,125	D	
Common Stock	09/23/2015		C		122,500	A	<u>2</u>	130,625	D	
Common Stock	09/23/2015		C		125,392	A	<u>2</u>	256,017	D	
Common Stock	09/23/2015		C		157,791	A	<u>2</u>	413,808	D	
Common Stock	09/23/2015		C		105,263	A	<u>2</u>	519,071	D	

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Common Stock	09/23/2015		C	306,250	A	(2)	321,562	I	See Footnote (3)
Common Stock	09/23/2015		C	313,480	A	(2)	635,042	I	See Footnote (3)
Common Stock	09/23/2015		C	197,239	A	(2)	832,281	I	See Footnote (3)
Common Stock	09/23/2015		C	131,579	A	(2)	963,860	I	See Footnote (3)

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

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(9-02)

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(2)	09/23/2015		C	122,500	(2) (2)	Common Stock	122,500
Series C Preferred Stock	(2)	09/23/2015		C	125,392	(2) (2)	Common Stock	125,392
Series D Preferred Stock	(2)	09/23/2015		C	157,791	(2) (2)	Common Stock	157,791
Series E Preferred Stock	(2)	09/23/2015		C	105,263	(2) (2)	Common Stock	105,263
Series B Preferred Stock	(2)	09/23/2015		C	306,250	(2) (2)	Common Stock	306,250

Series C Preferred Stock	(2)	09/23/2015	C	313,480	(2)	(2)	Common Stock	313,480
Series D Preferred Stock	(2)	09/23/2015	C	197,239	(2)	(2)	Common Stock	197,239
Series E Preferred Stock	(2)	09/23/2015	C	131,579	(2)	(2)	Common Stock	131,579

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wang Walter Charles ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502		X		

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Walter Charles Wang

09/23/2015

**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) Restricted stock vests as to 50% of the shares on the date of grant and 1/4 vests on each of September 30, 2015 and December 31, 2015.
- (2) The Series B, Series C, Series D and Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis upon closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- (3) Shares are held by Wang Ventures LLC, of which Mr. Wang is a Member. To the extent Mr. Wang is deemed to have beneficial ownership of any shares held by Wang Ventures LLC, he disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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.