

**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**

December 16, 2016

Date of Report (Date of earliest event reported)

Penumbra, Inc.

(Exact name of registrant as specified in its charter)

Delaware

**(State or other jurisdiction of incorporation or
organization)**

001-37557

(Commission File No.)

05-0605598

(I.R.S. employer identification number)

**One Penumbra Place
Alameda, CA 94502**

(Address of principal executive offices, including zip code)

(510) 748-3200

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Appointment of Thomas C. Wilder

On December 16, 2016, the Board of Directors (the "Board") of Penumbra, Inc. (the "Company") voted to elect Mr. Thomas C. Wilder as an independent director of the Board effective January 13, 2017. Mr. Wilder will fill a vacancy in the Class I directors and his term will expire along with the other Class I director at the Company's 2019 annual meeting of stockholders and until his successor is duly elected and qualified. The Board has also appointed Mr. Wilder to serve on the Audit, Executive and Nominating and Corporate Governance Committees of the Board and to chair the Compensation Committee of the Board.

The Board has determined that Mr. Wilder is an independent director under the New York Stock Exchange listing standards and the Company's independence guidelines, as set forth in its Corporate Governance Guidelines (available on the Company's web site at www.penumbrainc.com, under Investors — Governance — Corporate Governance). The Board has also determined that Mr. Wilder meets the Audit Committee additional requirements set forth under the New York Stock Exchange listing standards and as set forth in the Audit Committee Charter (available on the Company's web site at www.penumbrainc.com, under Investors — Governance — Corporate Governance).

Mr. Wilder has over 30 years of experience, having most recently led Sequent Medical, Inc., a company dedicated to the development of innovative catheter-based neurovascular technologies, as its CEO for the past six years. Prior to joining Sequent, Mr. Wilder served as the President and CEO of PhotoThera, Inc., a company that was developing a unique therapy for acute ischemic stroke patients. Prior to this, Mr. Wilder served as the President and CEO of MicroTherapeutics, Inc. (MTIX), a company also focused on the neurovascular space. In addition, Mr. Wilder served in positions of increasing responsibility at Medtronic, Inc. from 1991 through 2002, most recently as Vice President and General Manager of its endovascular stent grafts division. Mr. Wilder began his career in the Financial Statement Audit Practice of Price Waterhouse, where he worked from 1986 to 1989. Mr. Wilder currently serves on the Board of Directors of Benvenue Medical, Inc. and Endologix, Inc. (ELGX).

Mr. Wilder will not receive any additional remuneration for serving on the Board other than the standard fees paid by the Company to all of its non-management directors as described in the Company's definitive proxy statement for its 2016 annual meeting of stockholders, filed with the Securities and Exchange Commission on April 28, 2016.

There are no arrangements or understandings between Mr. Wilder and any other person pursuant to which he was selected as a director. The Company is not aware of any transaction in which Mr. Wilder has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Departure of Walter Wang

On December 16, 2016, Walter Wang notified the Company of his decision to resign from the Board, effective January 13, 2017. Mr. Wang also resigned from his positions on the Audit and Executive Committees of the Board, and as chair of the Compensation Committee. The decision by Mr. Wang was voluntary and was not a result of any disagreement with the Company or the Board.

On December 19, 2016, the Company issued a press release announcing the matters discussed in this Current Report on Form 8-K. A copy of the release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Penumbra, Inc. dated December 19, 2016.

EXHIBIT LIST

99.1 Press Release of Penumbra, Inc. dated December 19, 2016.

Penumbra, Inc. Appoints Thomas C. Wilder to its Board of Directors

ALAMEDA, Calif., December 19, 2016 /PRNewswire/ – Penumbra, Inc. (NYSE: PEN) today announced that Thomas C. Wilder has been appointed to its Board of Directors, effective January 13, 2017. Mr. Wilder will serve on the board for a term expiring at Penumbra's 2019 annual meeting of stockholders.

Mr. Wilder has over 30 years of experience, having most recently led Sequent Medical, Inc., a company dedicated to the development of innovative catheter-based neurovascular technologies, as its CEO for the past six years. Prior to joining Sequent, Mr. Wilder served as the President and CEO of PhotoThera, Inc., a company that was developing a unique therapy for acute ischemic stroke patients. Prior to this, Mr. Wilder served as the President and CEO of MicroTherapeutics, Inc. (MTIX), a company also focused on the neurovascular space. In addition, Mr. Wilder served in positions of increasing responsibility at Medtronic, Inc. from 1991 through 2002, most recently as Vice President and General Manager of its endovascular stent grafts division. Mr. Wilder began his career in the Financial Statement Audit Practice of Price Waterhouse, where he worked from 1986 to 1989.

Mr. Wilder currently serves on the Board of Directors of Benvenue Medical, Inc. and Endologix, Inc. (ELGX).

"We are pleased to be adding Tom to our board. He brings deep development, commercial, and financial experience across both high growth and large, established medical device organizations. He is a medical device industry leader who will add great value to Penumbra as we continue to grow and scale our business," said Adam Elsesser, Chairman, Chief Executive Officer and President.

"I am delighted to join one of the most innovative companies in the medical device industry," said Mr. Wilder. "I have closely followed Penumbra's progress over the years, and have been impressed. I am excited to join the Board in this capacity."

In connection with Mr. Wilder's appointment, Walter Wang (Wang Ventures) is stepping down from the Board of Directors of Penumbra, where he serves on the Audit and Executive Committees and as chair of the Compensation Committee. His resignation is effective January 13, 2017. "Walter has been an integral part of Penumbra since our founding in 2004, both as an investor and then as a board member," said Mr. Elsesser. "We are extremely thankful for his contributions to our success."

With the concurrent arrival and departure of these directors, the Penumbra Board of Directors will be comprised of five directors, three of whom are independent. Mr. Wilder will serve as the Chair of the Compensation Committee and as a member of the Audit, Executive and Nominating and Corporate Governance Committees.

About Penumbra

Penumbra, Inc., headquartered in Alameda, California, is a global interventional therapies company that designs, develops, manufactures and markets innovative medical devices. The company has a broad portfolio of products that address challenging medical conditions and significant clinical needs across two major markets, neuro and peripheral vascular. Penumbra sells its products to hospitals primarily through its direct sales organization in the U.S., most of Europe, Canada and Australia, and through distributors in select international markets. Penumbra and the Penumbra logo are trademarks of Penumbra, Inc.

Investor Relations

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Source: Penumbra, Inc.