SEC Form 4

**FORM 4**

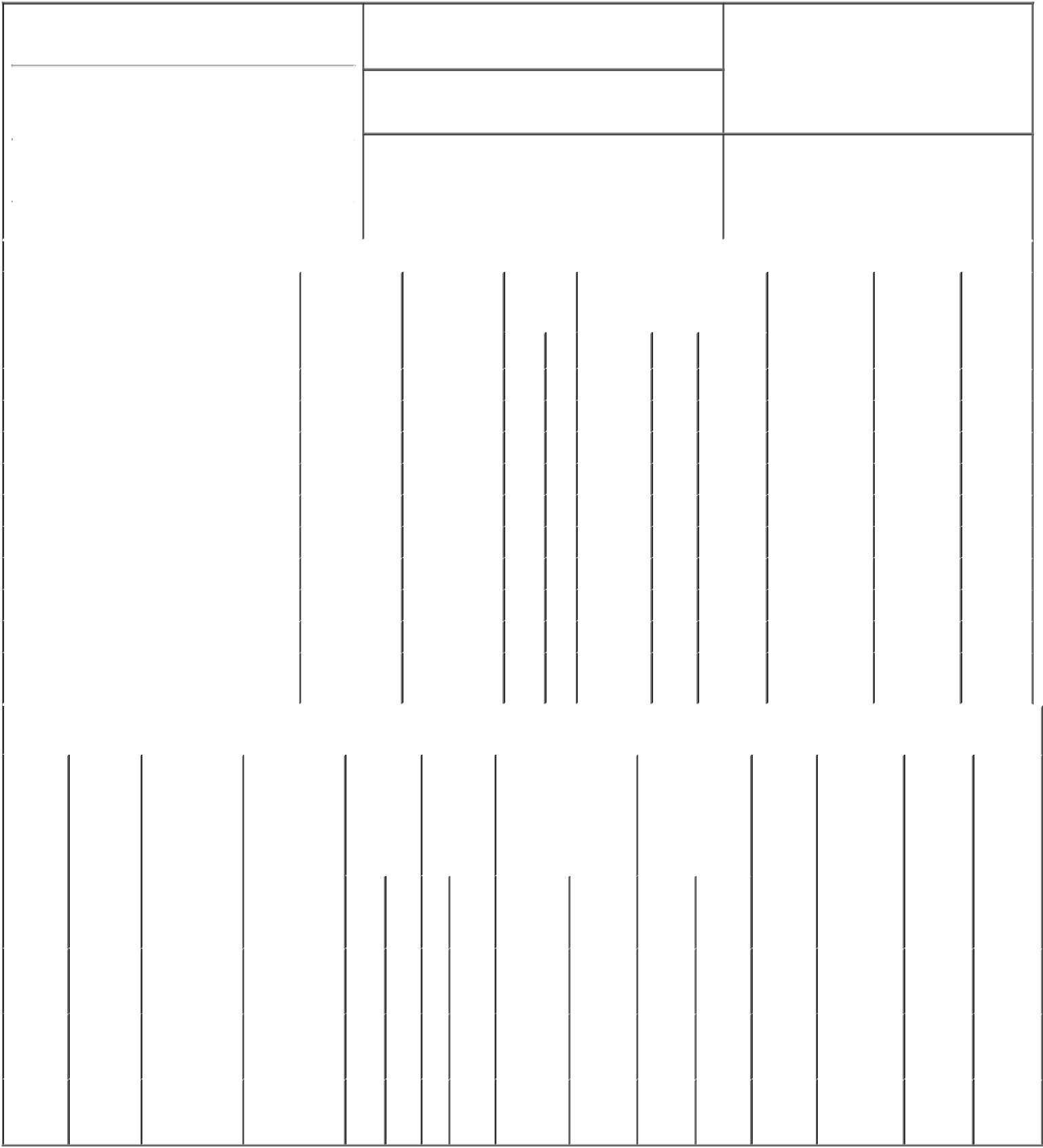
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Elsesser Adam](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001651323)

(Last) (First) (Middle)

ONE PENUMBRA PLACE

2. Issuer Name **and** Ticker or Trading Symbol

[Penumbra Inc](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001321732) [ PEN ]

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

09/07/2016

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Chairman, CEO and President

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |  |
|  |  | ALAMEDA | | CA | | 94502 |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  | | | |  | | | |  | | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | | | | |  | | |  | |  |  |  | | |  |  |  | |  | |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | **2. Transaction** | | | **2A. Deemed** | | **3.** | | **4. Securities Acquired (A) or** | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | |  |
|  |  |  |  |  |  | **Date** |  |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** | | **Form: Direct** | | **of Indirect** | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 09/07/2016 | | |  |  |  | M | 14,000 | A | $1.26 |  |  | 1,249,838 | |  | D |  |  |  |  |
|  |  | | |  |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 09/07/2016 | | |  |  |  | S(1) | 14,000 | D | $70.99(2) | | | 1,235,838 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  | 09/08/2016 | | |  |  |  | M | 36,000 | A | $1.26 |  |  | 1,271,838 | |  | D |  |  |  |  |
|  |  | | |  |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 09/08/2016 | | |  |  |  | S(1) | 8,052 | D | $70.65(3) | | | 1,263,786 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  | 09/08/2016 | | |  |  |  | S(1) | 27,948 | D | $71.58(4) | | | 1,235,838 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  | 09/09/2016 | | |  |  |  | M | 7,200 | A | $1.26 |  |  | 1,243,038 | |  | D |  |  |  |  |
|  |  | | |  |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 09/09/2016 | | |  |  |  | S(1) | 3,300 | D | $68.69(5) | | | 1,239,738 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  | 09/09/2016 | | |  |  |  | S(1) | 400 | D | $69.77(6) | | | 1,239,338 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  | 09/09/2016 | | |  |  |  | S(1) | 3,500 | D | $70.66(7) | | | 1,235,838 | |  | D |  |  |  |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 14,144 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(8) | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  | |  |  |  | | |  | |  |  | |  | |  |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** | |  | **5. Number** | **6. Date Exercisable and** | | | **7. Title and Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** | **Transaction** | | | **of** | **Expiration Date** | | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | **Underlying** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  | **Acquired** |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | |  | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $1.26 |  | 09/07/2016 |  |  | M |  | 14,000 | (9) | | 04/30/2017 | Common | 14,000 |  |  | $0 | 43,200 |  | D |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $1.26 |  | 09/08/2016 |  |  | M |  | 36,000 | (9) | | 04/30/2017 | Common | 36,000 |  |  | $0 | 7,200 |  | D |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $1.26 |  | 09/09/2016 |  |  | M |  | 7,200 | (9) | | 04/30/2017 | Common | 7,200 |  |  | $0 | 0 |  | D |  |  |  |  |
|  | (right to | |  |  |  |  | Stock |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

buy)

**Explanation of Responses:**

1. The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
2. This transaction was executed in multiple trades at prices ranging from $70.52 to $71.34. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
3. This transaction was executed in multiple trades at prices ranging from $70.15 to $71.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
4. This transaction was executed in multiple trades at prices ranging from $71.17 to $71.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
5. This transaction was executed in multiple trades at prices ranging from $68.38 to $69.19. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
6. This transaction was executed in multiple trades at prices ranging from $69.57 to $69.95. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide

upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

1. This transaction was executed in multiple trades at prices ranging from $70.37 to $70.85. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
2. Shares are held by the Siegel/Elsesser Revocable Trust.
3. All shares are vested and exercisable.

**Remarks:**

/s/ Johanna Roberts, as



attorney-in-fact for Adam 09/09/2016



Elsesser



\*\* Signature of Reporting Person Date

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**