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).



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| **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



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Grewal Harpreet](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001375889) | | | |  |  |  |  |  | [Penumbra Inc](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001321732) [ PEN ] | | | | |  |  |  |  |  | (Check all applicable) | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | | Director | |  | 10% Owner | | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | |  | Other (specify | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | | | (Middle) |  |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |  |
|  |  | ONE PENUMBRA PLACE | | | | |  | 09/23/2015 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 1351 HARBOR BAY PARKWAY | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | |  |
|  |  | ALAMEDA | | CA | | | 94502 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  |  |  | |  | |  | | | | | |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **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** | | | | | | **Securities** | | **Form: Direct** | | **of Indirect** | | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | |  | **Code (Instr.** | | **5)** |  |  |  |  |  | **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(1) | | |  |  |  | 09/23/2015 | | | | |  |  |  | A |  | 2,000 | | A | $0 | |  | 2,000 | |  | D |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 09/23/2015 | | | | |  |  |  | C |  | 9,404 | | A | (2) | |  | 11,404 | |  | D |  |  |  |  |  |
|  |  |  | |  |  |  |  | | | |  |  |  |  |  |  |  | |  |  | |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 09/23/2015 | | | | |  |  |  | C |  | 2,761 | | A | (2) | |  | 14,165 | |  | D |  |  |  |  |  |
|  |  |  | |  |  |  |  | | | |  |  |  |  |  |  |  | |  |  | |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 09/23/2015 | | | | |  |  |  | C |  | 1,974 | | A | (2) | |  | 16,139 | |  | D |  |  |  |  |  |
|  |  |  |  |  |  |  | | | | |  | |  | |  | | | | | | |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **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** | |  |  | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | | | **Date** | **Execution Date,** | **Transaction** | | | | **of** | | **Expiration Date** | | |  | **Amount of** | |  |  | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | | **Derivative** | | **(Month/Day/Year)** | | |  | **Securities** | |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  |  | **(Month/Day/Year)** | **8)** | | |  | **Securities** | |  |  |  |  | **Underlying** | |  |  | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Acquired** | |  |  |  |  | **Derivative Security** | | | | |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** | |  |  |  |  | **(Instr. 3 and 4)** | | | | |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  |  | **of** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | | | **(A) (D)** | | **Exercisable** | | **Date** | | **Title** | | **Shares** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series C | | (2) |  |  |  |  |  |  |  |  |  |  | (2) | |  | (2) | Common | | 9,404 | |  | (2) |  |  |  |  |  |  |  |  |
|  | Preferred | |  |  | 09/23/2015 |  |  |  | C | | 9,404 | |  |  | 0 |  | D |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series D | | (2) |  |  |  |  |  |  |  |  |  |  | (2) | |  | (2) | Common | | 2,761 | |  | (2) |  |  |  |  |  |  |  |  |
|  | Preferred | |  |  | 09/23/2015 |  |  |  | C | | 2,761 | |  |  | 0 |  | D |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series E | | (2) |  |  |  |  |  |  |  |  |  |  | (2) | |  | (2) | Common | | 1,974 | |  | (2) |  |  |  |  |  |  |  |  |
|  | Preferred | |  |  | 09/23/2015 |  |  |  | C | | 1,974 | |  |  | 0 |  | D |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

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 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.

/s/ Sukhindra Mata, as



attorney-in-fact for Harpreet 09/23/2015



Grewal



\*\* 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.**