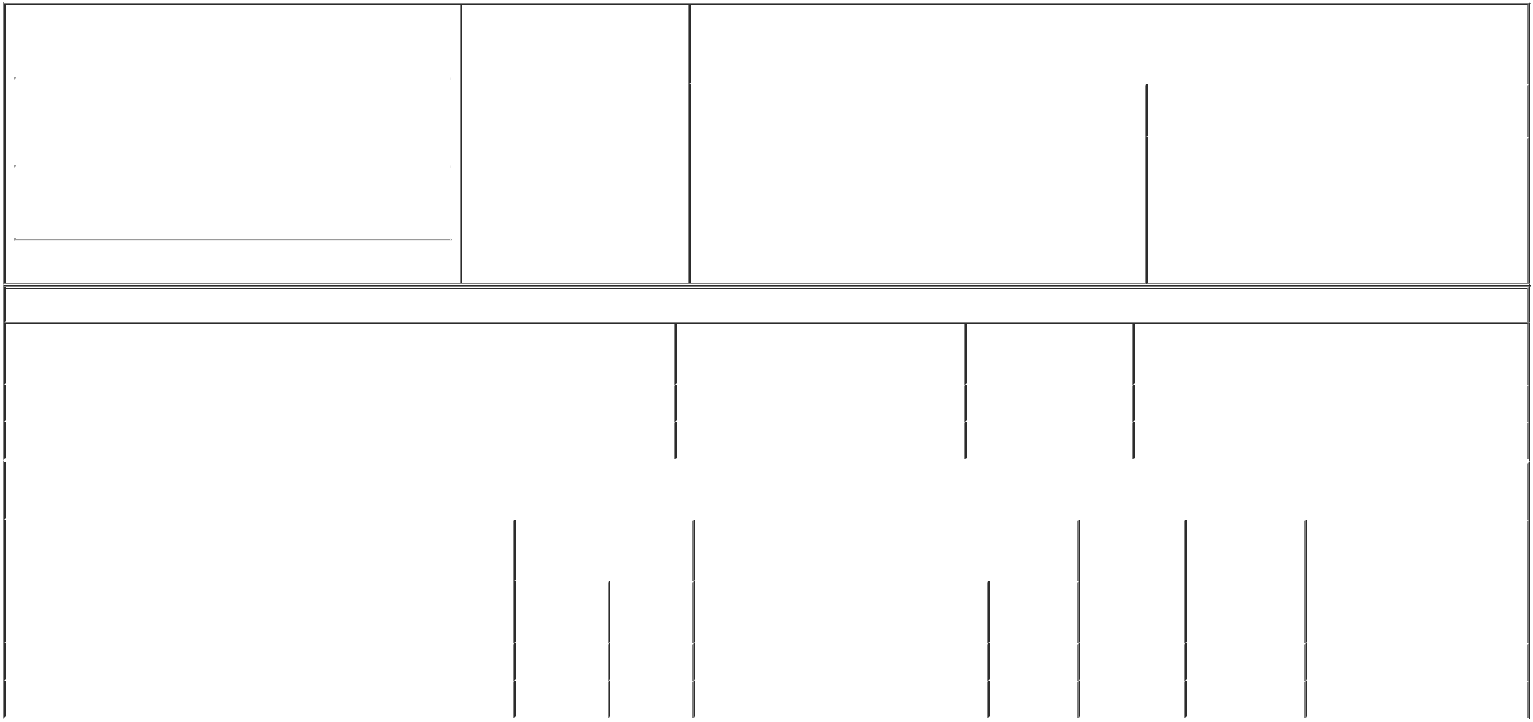
|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  |  |  | 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\* | | | |  | 2. Date of Event Requiring |  |
|  | [Shiu Lambert](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001796068) |  |  |  | Statement (Month/Day/Year) |  |
|  |  |  | 12/02/2019 | |  |
|  |  |  |  |
|  |  |  |  |  |  |  |
|  | (Last) | | (First) | (Middle) | |  |
|  | ONE PENUMBRA PLACE | | |  |  |  |
|  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |
|  | ALAMEDA | | CA | 94502 |  |  |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 3. | | Issuer Name **and** Ticker or Trading Symbol | | |  |  |  |  |
|  | [Penumbra Inc](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001321732) [ PEN ] | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 4. | | Relationship of Reporting Person(s) to Issuer | | | | 5. | If Amendment, Date of Original Filed (Month/Day/Year) |  |
|  | (Check all applicable) | | | |  |  |  |  |
|  |  |  | Director | | 10% Owner |  |  |  |
|  |  |  | 6. | Individual or Joint/Group Filing (Check Applicable Line) |  |
|  |  | X | Officer (give title | | Other (specify below) |  |
|  |  | below) | |  | X Form filed by One Reporting Person |  |
|  |  |  |  |  |  |
|  |  |  | Chief Accounting Officer | | |  | Form filed by More than One Reporting Person |  |

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |
| --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** | **2. Amount of Securities Beneficially** | **3. Ownership Form:** | **4. Nature of Indirect Beneficial Ownership (Instr. 5)** |
|  | **Owned (Instr. 4)** | **Direct (D) or Indirect** |  |
|  |  | **(I) (Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Common Stock |  |  |  | 10,753(1) | D |  |  |  |  |
|  | Common Stock |  |  |  | 300 | I | By Spouse's IRA(2) | |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** | | |  |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | |  |  |  |  |
|  |  |  |  | |  | |  |  |  |  |
|  | **1. Title of Derivative Security (Instr. 4)** |  | **2. Date Exercisable and** | | **3. Title and Amount of Securities Underlying** | | **4.** | **5. Ownership** | **6. Nature of Indirect Beneficial** |  |
|  |  |  | **Expiration Date** | | **Derivative Security (Instr. 4)** |  | **Conversion** | **Form: Direct** | **Ownership (Instr. 5)** |  |
|  |  |  | **(Month/Day/Year)** | |  |  | **or Exercise** | **(D) or Indirect** |  |  |
|  |  |  |  |  |  |  | **Price of** | **(I) (Instr. 5)** |  |  |
|  |  |  |  |  |  | **Amount or** |  |  |
|  |  |  |  |  |  | **Derivative** |  |  |  |
|  |  |  | **Date** | **Expiration** | **Title** | **Number of** | **Security** |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |
|  | Stock Option (right to buy) | (3) | | 03/22/2025 | Common Stock | 10,000 | 12.36 | D |  |  |
|  |  |  | |  |  |  |  |  |  |  |
|  | Stock Option (right to buy) | (3) | | 08/11/2025 | Common Stock | 13,725 | 22.04 | D |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |

1. A portion of these shares is subject to vesting, subject to continued service by the Reporting Person on the applicable vesting date.
2. Shares are held by the Reporting Person's spouse in an IRA.
3. All shares are vested and exercisable.

**Remarks:**

/s/ Johanna Roberts, as attorney-in-fact



for Maggie Yuen



\*\* Signature of Reporting Person

12/11/2019



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 5 (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.**

