

PennyMac Mortgage Investment Trust
Form 8-K
August 19, 2013

**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

Date of Report (Date of earliest event reported): **August 14, 2013**

PennyMac Mortgage Investment Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

001-34416
(Commission
File Number)

27-0186273
(I.R.S. Employer
Identification No.)

6101 Condor Drive, Moorpark, California
(Address of principal executive offices)

93021
(Zip Code)

(818) 224-7442

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 14, 2013, PennyMac Mortgage Investment Trust (the Company or, alternatively, we or us), through our wholly-owned subsidiary, PennyMac Corp. (PMC), amended the terms of the Mortgage Banking and Warehouse Services Agreement (MBWS Agreement) dated as of February 1, 2013 between PMC and PennyMac Loan Services, LLC (PLS), a wholly-owned subsidiary of PennyMac Financial Services, Inc. Under the terms of the MBWS Agreement, PLS provides PMT with certain mortgage banking services, including fulfillment and disposition-related services, with respect to loans acquired by us from correspondent lenders, and certain warehouse lending services, including fulfillment and administrative services, with respect to loans financed by us for our warehouse lending clients. In consideration for the mortgage banking services provided by PLS with respect to our acquisition of mortgage loans, PLS is entitled to a fulfillment fee based on the type of mortgage loan that we acquire and equal to a percentage of the unpaid principal balance of such mortgage loan.

The amendment provides that PLS, in its sole discretion, may reduce the amount of its fulfillment fees with respect to PMT's acquisition of any loan and credit the amount of the reduction against the amount of any volume discount that it would otherwise return to us. The amount of any fee reduction would only be credited against the volume discount otherwise due and relating to loans purchased in the month during which the fulfillment fees were earned and reduced.

The foregoing description of the amendment to the MBWS Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment, which has been filed herewith as Exhibit 1.1 and incorporated herein by reference, and the full text of the MBWS Agreement, which was filed as Exhibit 1.3 to the Company's Current Report on Form 8-K filed on February 7, 2013, and any amendments to the MBWS Agreement filed thereafter.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Amendment No. 2 to Mortgage Banking and Warehouse Services Agreement, between PennyMac Loan Services, LLC and PennyMac Corp., dated as of February 1, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PENNYMAC MORTGAGE INVESTMENT TRUST

Dated: August 19, 2013

/s/ Anne D. McCallion
Anne D. McCallion
Chief Financial Officer

EXHIBIT INDEX

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