

Penumbra Inc
 Form 3
 September 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Rothman Lynn (Last) (First) (Middle) ONE PENUMBRA PLACE, 1351 HARBOR BAY PARKWAY (Street) ALAMEDA, CA 94502 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/17/2015	3. Issuer Name and Ticker or Trading Symbol Penumbra Inc [PEN]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP and Chief Business Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	200,459 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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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 Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	9,187 (3)	\$ (3)	D	Â
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	5,917 (3)	\$ (3)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	7,895 (3)	\$ (3)	D	Â
Stock Option (right to buy)	Â (4)	06/12/2021	Common Stock	50,000	\$ 3.98	D	Â
Stock Option (right to buy)	Â (5)	08/11/2025	Common Stock	50,000	\$ 22.04	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothman Lynn ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502	Â	Â	Â EVP and Chief Business Officer	Â

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Lynn Rothman 09/17/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) A portion of these shares is subject to vesting.
- (2) The securities are preferred stock of the Issuer. These securities are immediately convertible upon the closing of the Issuer's initial public offering and do not have an expiration date.
- (3) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.
- (4) All shares are vested and exercisable.
- (5) The original option grant vests over four years, with 25% of the shares vesting on August 1, 2016 and 1/48 vesting each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.