

Penumbra Inc
 Form 3
 September 17, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Wang Walter Charles</p> <p>(Last) (First) (Middle)</p> <p>ONE PENUMBRA PLACE, 1351 HARBOR BAY PARKWAY</p> <p>(Street)</p> <p>ALAMEDA, CA 94502</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/17/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Penumbra Inc [PEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	6,125	D	^
Common Stock	15,312	I	See Footnote ⁽¹⁾

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	122,500 (3)	\$ (3)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	125,392 (3)	\$ (3)	D	Â
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	157,791 (3)	\$ (3)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	105,263 (3)	\$ (3)	D	Â
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	306,250 (3)	\$ (3)	I	See Footnote (1)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	313,480 (3)	\$ (3)	I	See Footnote (1)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	197,239 (3)	\$ (3)	I	See Footnote (1)
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	131,579 (3)	\$ (3)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wang Walter Charles ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502	Â X	Â	Â	Â

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Walter Charles Wang

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) Shares are held by Wang Ventures LLC, of which Mr. Wang is a Member. To the extent Mr. Wang is deemed to have beneficial ownership of any shares held by Wang Ventures LLC, he disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(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.

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- (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.

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

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