

PennyMac Mortgage Investment Trust  
Form 8-K  
June 18, 2010

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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): June 16, 2010

PennyMac Mortgage Investment Trust  
(Exact Name of Registrant as Specified in Charter)

Maryland  
(State or Other Jurisdiction of  
Incorporation or Organization)

001-34416  
(Commission File Number)

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

27001 Agoura Road, Calabasas,  
California  
(Address of Principal Executive  
Offices)

91301  
(Zip Code)

(818) 224-7442  
(Registrant's telephone number, including area code)

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))



Item 5.07. Submission of Matters to a Vote of Security Holders

On June 16, 2010, PennyMac Mortgage Investment Trust (the “Company”) held its Annual Meeting of Shareholders (the “Meeting”) in Calabasas, California for the purpose of: (i) electing three (3) Class I trustees to serve on the board of trustees (the “Board”) until the 2013 Annual Meeting of Shareholders; and (ii) ratifying the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2010. The total number of common shares entitled to vote at the Meeting was 16,735,317, of which 15,022,650 shares, or 89.77%, were present in person or by proxy.

The final voting results for each of the proposals submitted to a vote of shareholders at the Meeting are as follows:

Proposal 1. The election of three Class I trustees to serve on the Board until the 2013 Annual Meeting of Shareholders.

| Trustee           | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Matthew Botein    | 11,857,726 | 113,223        | 3,051,701        |
| Scott W. Carnahan | 11,880,764 | 90,185         | 3,051,701        |
| Frank P. Willey   | 11,880,464 | 90,485         | 3,051,701        |

All Class I trustee nominees were elected. The continuing trustees of the Company are Randall D. Hadley, Clay A. Halvorsen, Stanford L. Kurland, Joel S. Marcus, David A. Spector, Stacey D. Stewart and Mark Wiedman.

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for the 2010 fiscal year.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 14,993,892 | 24,817        | 3,941       | 0                |

Further information regarding these proposals is set forth in the Company’s definitive proxy statement on Schedule 14A filed with the SEC on April 26, 2010.

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: June 18, 2010

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