

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Kosaraju Sridhar | | Penumbra Inc [PEN] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| ONE PENUMBRA PLACE | | 3/16/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| ALAMEDA, CA 94502 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|--------------|--|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 3/16/2020 | | S(1) | | 200 | D | \$150 | 160151 | I | By Trust (2) |
| Common Stock | 3/16/2020 | | S(1) | | 200 | D | \$151.36 (3) | 159951 | I | By Trust (2) |
| Common Stock | 3/16/2020 | | S(1) | | 200 | D | \$152.47 (4) | 159751 | I | By Trust (2) |
| Common Stock | 3/16/2020 | | S(1) | | 100 | D | \$153.07 | 159651 | I | By Trust (2) |
| Common Stock | 3/16/2020 | | S(1) | | 1800 | D | \$155.46 (5) | 157851 | I | By Trust (2) |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|---|-----------------|--|----------------------------|---|---|--|---|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- Shares are held by the Kosaraju Family Trust.
- This transaction was executed in multiple trades at prices ranging from \$151.02 to \$151.69. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$152.08 to \$152.85. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$155.04 to \$155.68. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kosaraju Sridhar ONE PENUMBRA PLACE ALAMEDA, CA 94502 | | | President | |

Signatures

/s/ Johanna Roberts, as attorney-in-fact for Sridhar Kosaraju

3/18/2020

—Signature of Reporting Person

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 4(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.

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