

**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 08, 2023

PennyMac Mortgage Investment Trust

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-34416
(Commission File Number)

27-0186273
(IRS Employer
Identification No.)

3043 Townsgate Road
Westlake Village, California
(Address of Principal Executive Offices)

91361
(Zip Code)

Registrant's Telephone Number, Including Area Code: (818) 224-7442

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
8.125% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 Par Value	PMT/PA	New York Stock Exchange
8.00% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 Par Value	PMT/PB	New York Stock Exchange
6.75% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 Par Value	PMT/PC	New York Stock Exchange
Common Shares of Beneficial Interest, \$0.01 Par Value	PMT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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

On June 8, 2023, PennyMac Mortgage Investment Trust (the “Company”) held its Annual Meeting of Shareholders (the “Meeting”) for the purpose of: (i) electing three (3) Class II trustee nominees to serve on the Company’s Board of Trustees (the “Board”) until its 2026 Annual Meeting of Shareholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; (iii) approving, by non-binding vote, the Company’s executive compensation; and (iv) recommending, by non-binding vote, the frequency of our executive compensation vote. The total number of common shares of beneficial interest entitled to vote at the Meeting was 88,196,659, of which 74,735,193 shares, or 84.7%, were present in person or by proxy.

Proposal 1: The election of three (3) Class II trustee nominees to serve on the Board until the 2026 Annual Meeting of Shareholders.

<u>Trustee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Preston DuFauchard	46,996,566	11,160,467	158,676	16,419,484
Nancy McAllister	57,394,634	770,412	150,663	16,419,484
Stacey D. Stewart	42,988,043	15,170,836	156,830	16,419,484

Proposal 2: Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2023.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
73,862,020	588,787	284,386	-

Proposal 3: Approval, by non-binding vote, of the Company’s executive compensation.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
56,875,654	1,087,738	352,317	16,419,484

Proposal 4: Recommend, by non-binding vote, the frequency of our executive compensation vote.

<u>1 Year</u>	<u>2 Year</u>	<u>3 Year</u>	<u>Abstain</u>
57,513,354	170,630	403,565	228,160

SIGNATURES

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

Date: June 9, 2023

By: /s/ Daniel S. Perotti

Daniel S. Perotti

Senior Managing Director and Chief Financial Officer
