

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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <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<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (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<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 6,125  | D   | ^  |
| Common Stock                       | 15,312   | I   | See Footnote <sup>(1)</sup>                              |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(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<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                          | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(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<br>ONE PENUMBRA PLACE<br>1351 HARBOR BAY PARKWAY<br>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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