

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>Â Elsesser Adam</p> <p>(Last) (First) (Middle)</p> <p>ONE PENUMBRA PLACE,Â 1351 HARBOR BAY PARKWAY</p> <p>(Street)</p> <p>ALAMEDA,Â CAÂ 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 checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman, CEO and President</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> |
|---|---|--|---|---|--|

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 | 1,235,838 | D | Â |
| Common Stock | 673 | I | By Trust ⁽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 | 1,000 (3) | \$ (3) | D | Â |
| Series B Preferred Stock | Â (2) | Â (2) | Common Stock | 13,471 (3) | \$ (3) | I | By Trust (1) |
| Stock Option (right to buy) | Â (4) | 04/30/2017 | Common Stock | 200,000 | \$ 1.26 | D | Â |
| Stock Option (right to buy) | Â (4) | 09/30/2017 | Common Stock | 100,000 | \$ 1.26 | D | Â |
| Stock Option (right to buy) | Â (5) | 03/20/2024 | Common Stock | 5,000 | \$ 7.75 | D | Â |
| Stock Option (right to buy) | Â (5) | 03/20/2024 | Common Stock | 145,000 | \$ 7.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Elsesser Adam ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502 | Â X | Â | Â Chairman, CEO and President | Â |

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Adam Elsesser 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 the Siegel/Elsesser Revocable Trust.
- (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.
- (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.
- (4) All shares are vested and exercisable.
- (5) All shares are immediately exercisable. The original option grant vests over four years, with 25% of the shares vesting on March 21, 2015 and 1/48 vesting each month thereafter.

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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