

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Davis Daniel Donen		(Month/Day/Year)	Penumbra Inc [PEN]	
(Last)	(First)	(Middle)	09/17/2015	
ONE PENUMBRA PLACE,Â 1351 HARBOR BAY PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	President, North America		<input type="checkbox"/> Form filed by More than One Reporting Person	
ALAMEDA,Â CAÂ 94502				
(City)	(State)	(Zip)		

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	75,000 ⁽¹⁾	D	Â

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	301 (3)	\$ (3)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	8,143 (3)	\$ (3)	D	Â
Stock Option (right to buy)	Â (4)	09/29/2021	Common Stock	65,000	\$ 3.98	D	Â
Stock Option (right to buy)	Â (5)	02/06/2022	Common Stock	2,000	\$ 4.49	D	Â
Stock Option (right to buy)	Â (6)	03/22/2025	Common Stock	200,000	\$ 12.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Daniel Donen ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502	Â	Â	Â President, North America	Â

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Daniel Donen
Davis

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) A portion of these shares is subject to vesting.
- (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 immediately exercisable. The original option grant vests over four years, with 25% of the shares vesting on September 30, 2012 and 1/48 vesting each month thereafter.
- (5) All shares are immediately exercisable. The original option grant vests over four years, with 25% of the shares vesting on January 1, 2013 and 1/48 vesting each month thereafter.
- (6) The original option grant vests over four years, with 25% of the shares vesting on January 26, 2016 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.