

PennyMac Mortgage Investment Trust
Form SC 13G/A
February 14, 2014

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
5)*

PennyMac
Mortgage
Investment Trust
(Name of Issuer)

Common Shares,
par value \$0.01
per share
(Title of Class of
Securities)

70931T103
(CUSIP Number)

December 31,
2013
(Date of event
which requires
filing of this
statement)

Check the
appropriate box

to designate the
rule pursuant to
which this
Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 4
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **6** SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 0%
TYPE OF
REPORTING
PERSON

OO

CUSIP No. 70931T103 13G/A Page 3 of 4 Pages

This Amendment No. 5 (this "Amendment") amends the statement on Schedule 13G filed on August 11, 2009 (as amended, the "Schedule 13G"), with respect to the common shares of beneficial interest, \$0.01 par value (the "Common Shares"), of PennyMac Mortgage Investment Trust, a Maryland real estate investment trust (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b), 2(c), 4(a), 4(b) and 5 in their entirety as set forth below.

Item 2(a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

Highbridge Capital Management, LLC

40 West 57th Street, 33rd Floor

(i)

New York, New York 10019

Citizenship: State of Delaware

The foregoing is hereinafter sometimes referred to as the "Reporting Person."

Item 4. OWNERSHIP.

(a) Amount beneficially owned: 0

(b) Percent of class: 0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

CUSIP No. 70931T103 13G/A Page 4 of 4 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva_____

Name: John Oliva

Title: Managing Director