

ROYAL BANK OF CANADA
Form 4/A
August 28, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
RBC Capital Markets, LLC

2. Issuer Name and Ticker or Trading Symbol
Invesco Pennsylvania Value Municipal Income Trust [VPV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BROOKFIELD PLACE, 200
VESEY STREET

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10281

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Variable Rate Muni Term Preferred Shares	06/01/2017		J ⁽¹⁾	75 A	\$ 100,000 1,376 ⁽²⁾ ⁽³⁾	D ⁽²⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RBC Capital Markets, LLC BROOKFIELD PLACE 200 VESEY STREET NEW YORK, NY 10281		X		
RBC Municipal Products, Inc. 3 WORLD FINANCIAL CENTER 200 VESEY STREET NEW YORK, NY 10281		X		
ROYAL BANK OF CANADA ROYAL BANK PLAZA 200 BAY STREET TORONTO, A6 M5J2J5		X		

Signatures

/s/ John Penn 1 08/28/2017

**Signature of Reporting Person

Date

/s/ Joseph Huesman

08/28/2017

**Signature of Reporting Person

Date

/s/ John Penn 2

08/28/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- This statement is jointly filed by Royal Bank of Canada ("RBC"), RBC Municipal Products, LLC (the successor by conversion of RBC Municipal Products, Inc.) ("MPI") and RBC Capital Markets, LLC ("RBCCM"). RBC holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect 100% ownership of its subsidiaries RBCCM and MPI.
- The 75 Variable Rate Muni Term Preferred Shares ("VMTP Shares") acquired on June 1, 2017 were directly held by RBCCM, which is a wholly owned indirect subsidiary of RBC, and were transferred to MPI on July 3, 2017. MPI is the beneficial owner of 1,301 VMTP Shares which were previously deposited by MPI with The Bank of New York Mellon, as trustee of RBC Taxable TOB Trust, Series E-52, a Delaware trust that is a tender option bond financing trust (the "TOB") along with the 75 VMTP shares acquired by MPI which were deposited into the TOB on July 3, 2017. MPI is the beneficial owner of 1,376 VMTP Shares through its ownership of the residual certificates issued by the TOB. MPI also holds the right to dissolve the TOB, dispose of the 1,376 VMTP Shares and direct certain voting and consent rights on such VMTP Shares.
- Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.
- (1) Municipal Products, Inc.) ("MPI") and RBC Capital Markets, LLC ("RBCCM"). RBC holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect 100% ownership of its subsidiaries RBCCM and MPI.
 - (2) E-52, a Delaware trust that is a tender option bond financing trust (the "TOB") along with the 75 VMTP shares acquired by MPI which were deposited into the TOB on July 3, 2017. MPI is the beneficial owner of 1,376 VMTP Shares through its ownership of the residual certificates issued by the TOB. MPI also holds the right to dissolve the TOB, dispose of the 1,376 VMTP Shares and direct certain voting and consent rights on such VMTP Shares.
 - (3) Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

Remarks:

The original Form 4 filed on June 5, 2017 is amended by this Form 4 amendment to reflect the transfer of 75 VMTP Shares on

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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