

STERN JAMES A
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
STERN JAMES A

2. Issuer Name and Ticker or Trading Symbol
TWO HARBORS INVESTMENT CORP. [TWO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
575 LEXINGTON AVENUE, SUITE 2930

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2018

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

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock, par value \$0.01 per share	07/31/2018		A		5,654 (1)	A	\$ 15.5 5,654 D
Common stock, par value \$0.01 per share	07/31/2018		A		63,348 (2)	A	\$ 15.5 69,002 D
Common stock, par value \$0.01	07/31/2018		A		7,799 (2)	A	\$ 15.5 7,799 I Shares Held in trust for

per share

which the reporting person's brother is trustee.

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

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(9-02)

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 Transaction (Instr. 5)
				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
STERN JAMES A 575 LEXINGTON AVENUE SUITE 2930 NEW YORK, NY 10022	X			

Signatures

/s/ James A. Stern, By: Rebecca B. Sandberg,
Attorney-in-Fact

08/02/2018

**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).

(1)

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Represents a common stock award for service as a director, issued under Two Harbors Investment Corp.'s Second Restated 2009 Equity Incentive Plan.

- (2) On July 31, 2018, pursuant to the Agreement and Plan of Merger, dated April 25, 2018 (the "Merger Agreement"), among the Issuer, Eiger Merger Subsidiary LLC, a wholly owned subsidiary of the Issuer ("Merger Sub"), and CYS Investments, Inc. ("CYS"), Merger Sub merged with and into CYS (the "Merger"), with CYS surviving the Merger as a wholly owned subsidiary of the Issuer. At the effective time of the merger, each share of CYS common stock outstanding immediately prior to the effective time was converted into the right to receive 0.4680 shares of Two Harbors common stock as well as cash consideration of \$0.0965 per share. As of the date of this report, the final merger consideration allocable to the reporting person is not available. The reporting person undertakes to amend the report if the number of shares resulting from the final calculation differs materially from the estimated number of shares reported as beneficially owned herein.

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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