

IMPAC MORTGAGE HOLDINGS INC
 Form 4
 June 01, 2015

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 *
 RHP Trust, dated May 31, 2011

2. Issuer Name and Ticker or Trading Symbol
 IMPAC MORTGAGE HOLDINGS INC [IMH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2532 DUPONT DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2015

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

IRVINE, CA 92612

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	05/28/2015		P	387	A \$ 17.85	1,158,812	D	
Common Stock	05/29/2015		P	200	A \$ 17.5608	1,159,012	D	
Common Stock	05/29/2015		P	2,100	A \$ 17.3981	1,161,112	D	
Common Stock	05/29/2015		P	515	A \$ 17.339	1,161,627	D	
Common Stock	05/29/2015		P	1,000	A \$ 17.5	1,162,627	D	

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Common Stock	05/29/2015	P	2,300	A	\$ 17.26	1,164,927	D
Common Stock	05/29/2015	P	1,500	A	\$ 17.4271	1,166,427	D
Common Stock	05/29/2015	P	3,000	A	\$ 17.25	1,169,427	D
Common Stock	05/29/2015	P	1,500	A	\$ 17.64	1,170,927	D
Common Stock	05/29/2015	P	1,000	A	\$ 17.639	1,171,927	D
Common Stock	05/29/2015	P	1,000	A	\$ 17.47	1,172,927	D
Common Stock	05/29/2015	P	2,000	A	\$ 17.35	1,174,927	D
Common Stock	05/29/2015	P	1,500	A	\$ 17.5	1,176,427	D
Common Stock	06/01/2015	P	400	A	\$ 17.11	1,176,827	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
Convertible Promissory Note Due 2018	\$ 10.875					Date Exercisable: 04/30/2013 ⁽¹⁾ Expiration Date: 04/30/2018 ⁽¹⁾	Common Stock 524,100 ⁽¹⁾
	\$ 21.5					01/02/2016 ⁽²⁾ 05/09/2020 ⁽²⁾	

Convertible
 Promissory
 Note Due
 2020

Common 639,5
 Stock (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHP Trust, dated May 31, 2011 2532 DUPONT DRIVE IRVINE, CA 92612			X	

Signatures

/s/ Richard H. Pickup, 06/01/2015
 Trustee

**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) As previously reported on a Form 3 filed by Reporting Person on May 8, 2013, on April 30, 2013, Reporting Person purchased a Convertible Promissory Note Due 2018 in the original principal amount of \$5,700,000 that is convertible by Reporting Person immediately upon receipt and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$10.875 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), Reporting Person will receive 524,138 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The Convertible Promissory Note Due 2018 is due and payable, to the extent not converted, on or before April 30, 2018.
 - (2) As previously reported on a Form 4 filed by Reporting Person on May 11, 2015, on May 8, 2015, Reporting Person purchased a Convertible Promissory Note Due 2020 in the original principal amount of \$13,750,000 that is convertible by Reporting Person at any time after January 1, 2016, and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$21.50 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), Reporting Person will receive 639,535 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The Convertible Promissory Note Due 2020 is due and payable, to the extent not converted, on or before May 9, 2020.

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.