

AG Mortgage Investment Trust, Inc.  
 Form 4  
 July 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Lieberman Jonathan

2. Issuer Name and Ticker or Trading Symbol  
 AG Mortgage Investment Trust, Inc.  
 [MITT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/30/2016

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

C/O ANGELO, GORDON & CO., L.P., 245 PARK AVENUE, 26TH FLOOR

(Street)

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

NEW YORK, NY 10167

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 07/01/2016                           |  | M                              | (A) or (D)<br>A   | 8,714<br>\$ 0   | 102,939 (3)  | D                                 |

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

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SEC 1474 (9-02)

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

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| 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. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Restricted Stock Units                     | (4)  | 06/30/2016                           |  | A                              | 500   | (5) (5)  | Common Stock  | 500   |
| Restricted Stock Units                     | (2)  | 07/01/2016                           |  | M                              | 8,714   | (7) (7)  | Common Stock  | 8,714 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Lieberman Jonathan<br>C/O ANGELO, GORDON & CO., L.P.<br>245 PARK AVENUE, 26TH FLOOR<br>NEW YORK, NY 10167 | X             |           | President and CIO |       |

## Signatures

/s/ Raul E. Moreno, Attorney-in-Fact for Jonathan Lieberman 07/06/2016

\*\*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) On July 1, 2016, 8,714 restricted stock units vested in 8,714 shares of common stock of AG Mortgage Investment Trust, Inc. (the "Company").
- (2) Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. This transaction represents the settlement of vested restricted stock units in shares of common stock on their scheduled vesting date.
- (3) 15,000 shares of common stock are owned jointly with the reporting person's spouse.
- (4) Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. 50% of the restricted stock units were scheduled to vest on July 1, 2016 and the remaining 50% of the restricted stock units are scheduled
- (5) to vest on July 1, 2017, assuming Mr. Lieberman remains an employee of Angelo, Gordon & Co., L.P. ("Angelo, Gordon") through such date.
- (6) These restricted stock units were transferred by AG REIT Management, LLC, the Company's external manager (the "Manager"), to Mr. Lieberman for his service to the Manager.

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The restricted stock units held by Mr. Lieberman as of June 30, 2016 vest equally (with deviations for rounding as required) on July 1, (7) 2016 and July 1, 2017. The restricted stock units scheduled to vest on July 1, 2017 are conditioned on Mr. Lieberman's continued employment with Angelo, Gordon on such date, as set forth in the applicable award agreement.

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.