

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<br>(1)<br>\$ 15.5   | D  |                                   |
| Common stock, par value \$0.01 per share | 07/31/2018                           |  | A                              |   | 63,348<br>(2)<br>\$ 15.5  | D  |                                   |
| Common stock, par value \$0.01           | 07/31/2018                           |  | A                              |   | 7,799<br>(2)<br>\$ 15.5   | 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.

**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.**

SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STERN JAMES A<br>575 LEXINGTON AVENUE<br>SUITE 2930<br>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)

## Edgar Filing: STERN JAMES A - Form 4

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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