

TWO HARBORS INVESTMENT CORP.
Form 4
August 21, 2017

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 *
TWO HARBORS INVESTMENT CORP.

2. Issuer Name and Ticker or Trading Symbol
Granite Point Mortgage Trust Inc. [GPMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
590 MADISON AVENUE, 36TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2017

___ Director ___X___ 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
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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	08/18/2017		P		24,488 <u>(1)</u>	A	\$ 19.1001 <u>(2)</u>	33,171,000	I	See footnote <u>(3)</u>

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)

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
TWO HARBORS INVESTMENT CORP. 590 MADISON AVENUE 36TH FLOOR NEW YORK, NY 10022		X		
TWO HARBORS OPERATING Co LLC 590 MADISON AVENUE 36TH FLOOR NEW YORK, NY 10022		X		
Capitol Acquisition Corp 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305		X		

Signatures

/s/ Two Harbors Operating Company LLC, By: Thomas Siering, President and Chief Executive Officer	08/18/2017
__Signature of Reporting Person	Date
/s/ Two Harbors Investment Corp, By: Thomas Siering, President and Chief Executive Officer	08/18/2017
__Signature of Reporting Person	Date
/s/ Capitol Acquisition Corp. By: Thomas Siering, President and Chief Executive Officer	08/18/2017
__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).

The securities were purchased by Capitol Acquisition Corp. ("Capitol"), a wholly owned indirect subsidiary of Two Harbors Investment Corp. ("Two Harbors"), pursuant to a rule 10b5-1 stock purchase plan that Two Harbors committed to adopt in connection with Granite

- Point Mortgage Trust Inc.'s ("Granite Point") formation transaction and initial public offering ("IPO"). As previously disclosed, Two Harbors does not intend to distribute any shares that Capitol acquires through the stock purchase plan to its stockholders as part of an anticipated special dividend of Granite Point shares. Any shares of common stock purchased by Capitol pursuant to the stock purchase plan are subject to lock-up arrangements between Two Harbors and the IPO underwriters.
- (1) Harbors does not intend to distribute any shares that Capitol acquires through the stock purchase plan to its stockholders as part of an anticipated special dividend of Granite Point shares. Any shares of common stock purchased by Capitol pursuant to the stock purchase plan are subject to lock-up arrangements between Two Harbors and the IPO underwriters.
 - (2) Per share price reflects the weighted average price paid. The shares were purchased in multiple transactions at prices ranging from \$19.05 to \$19.11. The reporting persons undertake to provide, upon request, full information regarding the shares purchased in such transactions.
 - (3) The securities are held by wholly owned subsidiaries of Two Harbors. As of the date hereof, 33,071,000 shares were held by Two Harbors Operating Company LLC and 100,000 shares were held by Capitol.

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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