

TWO HARBORS INVESTMENT CORP.

Form 8-A12B

March 13, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**Two Harbors Investment Corp.**

(Exact name of registrant as specified in its charter)

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**Maryland**

(State or other jurisdiction of incorporation)

**001-34506**

(Commission File Number)

**27-0312904**

(IRS Employer Identification No.)

**590 Madison Avenue, 36th Floor**

**New York, New York 10022**

(Address and zip code of principal executive offices)

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Registrant's telephone number, including area code: **(612) 629-2500**

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class to be so registered</b>                                                                                                      | <b>Name of each exchange on which each class is to be registered</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share (\$25.00 liquidation preference per share) | New York Stock Exchange                                              |

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ O

**Securities Act registration statement file number to which this form relates (if applicable):**

**File No. 333-204216**

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series A Preferred Stock"), to be registered hereunder is contained in the section entitled "Description of the Series A Preferred Stock" in the Registrant's prospectus supplement dated March 7, 2017, as filed with the U.S. Securities and Exchange Commission (the "Commission") on March 8, 2017 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, and in the section entitled "Description of Capital Stock - Shares of Preferred Stock" in the accompanying prospectus dated May 15, 2015, which sections are incorporated herein by reference.

**Item 2. Exhibits.**

| Exhibit<br>No. | Description                                                                                                                                                                                                                                                                                                                                           |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1            | Articles of Amendment and Restatement of Two Harbors Investment Corp. (incorporated by reference to Exhibit 99.1 to Annex B filed with Pre Effective Amendment No. 4 to the Registrant's Registration Statement on Form S-4 (File No. 333-160199) filed with the Securities and Exchange Commission, or SEC, on October 8, 2009, or Amendment No. 4). |
| 3.2            | Articles of Amendment to the Articles of Amendment and Restatement of Two Harbors Investment Corp. (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 19, 2012).                                                                                                                |
| 3.3            | Articles Supplementary to the Articles of Amendment to the Articles of Amendment and Restatement of Two Harbors Investment Corp. designating the shares of 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share.*                                                                                 |
| 3.4            | Amended and Restated Bylaws of Two Harbors Investment Corp. (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed with the SEC on November 13, 2015).                                                                                                                                                        |
| 4.1            | Form of specimen certificate representing the shares of 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share.*                                                                                                                                                                                    |

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\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**TWO HARBORS INVESTMENT CORP.**

Date: March 13, 2017

By:

/s/ Brad Farrell

Name: Brad Farrell

Title: Chief Financial Officer

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                    |
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