

AG Mortgage Investment Trust, Inc.  
Form 8-A12B  
September 24, 2012

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

**WASHINGTON, D.C. 20549**

**FORM 8-A**

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

**AG Mortgage Investment Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or organization)

**27-5254382**  
(IRS Employer Identification No.)

**245 Park Avenue, 26<sup>th</sup> Floor**

**New York, New York**

**10167**

Edgar Filing: AG Mortgage Investment Trust, Inc. - Form 8-A12B

(Address of principal executive offices)

(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
8.00% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share (Liquidation Preference \$25.00 per share)	New York Stock Exchange

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),

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.  Securities Act registration statement file number to which this form relates (if applicable): File No. 333-182671

please check the following box.

Securities registered pursuant to Section 12(g) of the Act: None

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

The description of the Registrant's 8.00% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share, contained under the caption "Description of the Series B Preferred Stock" is set forth in the Registrant's Prospectus Supplement dated September 20, 2012, as filed with the Securities and Exchange Commission (the "Commission") on September 20, 2012, pursuant to Rule 424(b) under the Securities Act of 1933 and under the heading "Description of Preferred Stock" in the accompanying prospectus that constitutes a part of the Registrant's Shelf Registration Statement on Form S-3 (File No. 333-182671), filed with the Commission on July 13, 2012, which information is incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit No.	Description
3.1*	Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc.
3.2**	Amended and Restated Bylaws of AG Mortgage Investment Trust, Inc.
3.3***	Articles Supplementary to the Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc. classifying and designating the 8.25% Series A Cumulative Redeemable Preferred Stock
3.4****	Specimen 8.25% Series A Cumulative Redeemable Preferred Stock Certificate
3.5	Articles Supplementary to the Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc. classifying and designating the 8.00% Series B Cumulative Redeemable Preferred Stock
3.6	Specimen 8.00% Series B Cumulative Redeemable Preferred Stock Certificate

\* Incorporated by reference to Exhibit 3.1 of Amendment No. 2 to the Registrant's Registration Statement on Form S-11, filed with the Securities and Exchange Commission on April 18, 2011 ( "Pre-Effective Amendment No. 2" ).

\*\* Incorporated by reference to Exhibit 3.2 of Pre-Effective Amendment No. 2

\*\*\* Incorporated by reference to Exhibit 3.3 of the Registrant's Registration Statement on Form 8-A12B, filed with the Securities and Exchange Commission on August 2, 2012

\*\*\*\* Incorporated by reference to Exhibit 3.4 of the Registrant's Registration Statement on Form 8-A12B, filed with the Securities and Exchange Commission on August 2, 2012  
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.

**AG MORTGAGE INVESTMENT TRUST**

Date: September 21, 2012

By: /s/ Allan Krinsman  
Allan Krinsman  
General Counsel and Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1*	Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc.
3.2**	Amended and Restated Bylaws of AG Mortgage Investment Trust, Inc.
3.3***	Articles Supplementary to the Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc. classifying and designating the 8.25% Series A Cumulative Redeemable Preferred Stock
3.4****	Specimen 8.25% Series A Cumulative Redeemable Preferred Stock Certificate
3.5	Articles Supplementary to the Articles of Amendment and Restatement of AG Mortgage Investment Trust, Inc. classifying and designating the 8.00% Series B Cumulative Redeemable Preferred Stock
3.6	Specimen 8.00% Series B Cumulative Redeemable Preferred Stock Certificate

\* Incorporated by reference to Exhibit 3.1 of Amendment No. 2 to the Registrant's Registration Statement on Form S-11, filed with the Securities and Exchange Commission on April 18, 2011 ( Pre-Effective Amendment No. 2 ).

\*\* Incorporated by reference to Exhibit 3.2 of Pre-Effective Amendment No. 2

\*\*\* Incorporated by reference to Exhibit 3.3 of the Registrant's Registration Statement on Form 8-A12B, filed with the Securities and Exchange Commission on August 2, 2012

\*\*\*\* Incorporated by reference to Exhibit 3.4 of the Registrant's Registration Statement on Form 8-A12B, filed with the Securities and Exchange Commission on August 2, 2012  
Filed herewith.