

TWO HARBORS INVESTMENT CORP.
Form 4
May 19, 2014

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 *
TAYLOR BRIAN

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2014

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

C/O PINE RIVER CAPITAL MANAGEMENT, 601 CARLSON PARKWAY, SUITE 330

(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

MINNETONKA, MN 55305

(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 | (A) or (D) | Price | | | |
| Common Stock | 05/15/2014 | | P | | 1,578 | A | \$ 10.1842 | 1,578 | I | See Footnote (1) |
| Common Stock | 05/16/2014 | | S | | 1,578 | D | \$ 10.2577 | 0 | I | See Footnote (2) |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| TAYLOR BRIAN C/O PINE RIVER CAPITAL MANAGEMENT 601 CARLSON PARKWAY, SUITE 330 MINNETONKA, MN 55305 | X | | | |

Signatures

/s/ Brian Taylor 05/19/2014

**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 reported shares were purchased and sold by Pine River Quantitative Services Master Fund Ltd. (the "Fund"). Mr. Taylor is a director of the Fund. Mr. Taylor is also the controlling member of Pine River Capital Management LLC, which is the general partner of the Fund's investment manager, Pine River Capital Management L.P. Mr. Taylor disclaims beneficial ownership of the reported shares owned by the
- (1) Fund other than to the extent of his pecuniary interests therein, and this report shall not be deemed an admission that Mr. Taylor is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise. Pine River Capital Management L.P. will bear the costs of disgorging to the Issuer the short-swing profit of \$115.08 which resulted from the reported transactions.
 - (2) The reported shares were purchased and sold by Pine River Quantitative Services Master Fund Ltd. (the "Fund"). Mr. Taylor is a director of the Fund. Mr. Taylor is also the controlling member of Pine River Capital Management LLC, which is the general partner of the Fund's investment manager, Pine River Capital Management L.P. Mr. Taylor disclaims beneficial ownership of the reported shares owned by the Fund other than to the extent of his pecuniary interests therein, and this report shall not be deemed an admission that Mr. Taylor is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise. Pine River

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Capital Management L.P. will bear the costs of disgorging to the Issuer the short-swing profit of \$115.08 which resulted from the reported transactions.

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.