

Two Harbors Investment Corp.  
Form SC 13G/A  
February 14, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

Two Harbors Investment Corp.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

90187B101

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(CUSIP Number)

December 31, 2010

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP  
No. 90187B101

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSONS (ENTITIES ONLY)

Bay Pond Partners, L.P.  
37-1406661

2. CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	3,838,200
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	3,838,200

9. AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON

3,838,200

10. CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)

9.10%

12. TYPE OF REPORTING PERSON

PN

CUSIP  
No. 90187B101

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSONS (ENTITIES ONLY)  
  
Wellington Hedge Management, LLC  
04-3215301
  2. CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP  
  
(a)   
(b)
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Massachusetts
- |  |                                |           |
|--|--------------------------------|-----------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH | 5. SOLE VOTING<br>POWER        | 0         |
|  | 6. SHARED VOTING<br>POWER      | 3,838,200 |
|  | 7. SOLE DISPOSITIVE<br>POWER   | 0         |
|  | 8. SHARED<br>DISPOSITIVE POWER | 3,838,200 |
9. AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
  
3,838,200
  10. CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES
  11. PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
  
9.10%

12. TYPE OF REPORTING PERSON

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**Item 1.**

- (a) **Name of Issuer**  
Two Harbors Investment Corp.
- (b) **Address of Issuer's Principal Executive Offices**  
601 Carlson Parkway  
Suite 330  
Minnetonka, MN 55305

**Item 2.**

- (a) **Name of Person Filing**  
This schedule is filed on behalf of Bay Pond Partners, L.P. ("Bay Pond Partners"), a Delaware limited partnership and Wellington Hedge Management, LLC ("WHML"), a Massachusetts limited liability company which is the sole general partner of Bay Pond Partners.
- (b) **Address of Principal Business Office or, if None, Residence**  
c/o Wellington Management Company, LLP  
280 Congress Street  
Boston, MA 02210
- (c) **Citizenship**  
Delaware
- (d) **Title of Class of Securities**  
Common Stock
- (e) **CUSIP Number**  
90187B101

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:

Bay Pond Partners and WHML each may be deemed to beneficially own 3,838,200 shares of the Common Stock of the Issuer.

- (b) Percent of Class:

9.10%

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote 0
- (ii) shared power to vote or to direct the vote 3,838,200
- (iii) sole power to dispose or to direct the disposition of 0
- (iv) shared power to dispose or to direct the disposition of 3,838,200

**Item 5. Ownership of Five Percent or Less of Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course

of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: Bay Pond Partners, L.P.

By: Wellington Hedge  
Management, LLC  
Its General Partner

By: /s/ Gregory S. Konzal

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Name: Gregory S. Konzal

Title: Vice President

Date: February 14, 2011