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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: **March 12, 2018**

Two Harbors Investment Corp.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-34506
(Commission
File Number)

27-0312904
(I.R.S. Employer
Identification No.)

575 Lexington Avenue, Suite 2930
New York, NY 10022
(Address of principal executive offices)
(Zip Code)

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

590 Madison Avenue, 36th Floor
New York, NY 10022
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 12, 2018, Two Harbors Investment Corp. (the "Company") filed a new prospectus supplement with the Securities and Exchange Commission (the "SEC") relating to the offer and sale of shares of common stock not yet sold under the Company's existing 10,000,000 share (as adjusted for a reverse stock split) at-the-market equity offering program (the "ATM Program"). The new prospectus supplement was filed as a result of the Company's filing with the SEC on February 28, 2018 of a new shelf registration statement on Form S-3 (File No. 333-223311), which replaced the Company's previously filed shelf registration statement.

On March 12, 2018, the Company also entered into that certain Amendment No. 2 to Equity Distribution Agreement (the "Amendment") with JMP Securities LLC and Keefe, Bruyette & Woods, Inc. (collectively, the "Placement Agents"), which provides, among other matters, that any offers and sales of shares of the Company's common stock under the existing ATM Program shall be made pursuant to the new prospectus supplement. As of the date of the Amendment, 6,207,065 shares (as adjusted for a reverse stock split) of the Company's common stock remain available for offer and sale from time to time pursuant to the ATM Program.

The foregoing description of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.1	<u>Amendment No. 2 to Equity Distribution Agreement, dated March 12, 2018, by and among the Company and the Placement Agents.</u> *
5.1	<u>Legal Opinion of Stinson Leonard Street LLP (including consent of such firm).</u> *
23.1	<u>Consent of Stinson Leonard Street LLP (included in Exhibit 5.1).</u> *

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TWO HARBORS INVESTMENT CORP.

By: /s/ REBECCA B. SANDBERG
Rebecca B. Sandberg
General Counsel and Secretary

Date: March 12, 2018

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**AMENDMENT NO. 2 TO
EQUITY DISTRIBUTION AGREEMENT**

Amendment No. 2, dated as of March 12, 2018 (this "Amendment"), by and among Two Harbors Investment Corp., a Maryland corporation (the "Company"), and JMP Securities LLC and Keefe, Bruyette & Woods, Inc. (each, a "Placement Agent" and together, the "Placement Agents") to the Equity Distribution Agreement (the "Original Agreement" and as amended by Amended No. 1, dated as of May 22, 2015 and this Amendment No. 2, the "Amended Agreement"), dated as of May 25, 2012, by and among the Company, the Manager and the Agent. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Original Agreement.

WITNESSETH:

WHEREAS, the Company and the Placement Agents are party to the Original Agreement relating to the issuance and sale by the Company of 10,000,000 shares (as adjusted for a reverse stock split) of Common Stock (collectively, the "Securities") upon the terms and subject to the conditions contained in the Original Agreement;

WHEREAS, the Company had previously sold 3,792,935 (as adjusted for a reverse stock split) of the Securities under the Original Agreement pursuant to the Company's registration statement on Form S-3 (No. 333-180791), including a base prospectus, and the prospectus supplement, dated May 25, 2012, to such base prospectus, relating to the Securities (the "First Shelf");

WHEREAS, on May 15, 2015, the Company filed an "automatic shelf registration statement" on Form S-3ASR (File No. 333-204216) with the Securities and Exchange Commission (the "Commission") relating to the public offering and sale of the Common Stock and other securities of the Company (the "Second Shelf"; and collectively with the First Shelf, the "Previous Shelves") pursuant to which no securities were sold under the Original Agreement as amended;

WHEREAS, the Company has not sold 6,207,065 (as adjusted for a reverse stock split) of the Securities pursuant to the Previous Shelves related to the Original Agreement as amended;

WHEREAS, on February 28, 2018, the Company filed a new "automatic shelf registration statement" on Form S-3ASR (File No. 333-223311) with the Commission relating to the public offering and sale of the Common Stock and other securities of the Company (the "New Shelf"); and

WHEREAS, the Company and the Placement Agents desire to amend the Original Agreement, and have agreed to enter into this Amendment thereto in connection with the filing of the New Shelf.

NOW, THEREFORE, in consideration of the premises, representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the

receipt and sufficiency of which are hereby acknowledged, intending to be legally bound hereby, the parties hereto agree as follows:

1. Any of the remaining 6,207,065 Securities (collectively, the "Remaining Securities") proposed to be sold pursuant the Amended Agreement will be sold under the New Shelf. Accordingly, (i) the term "Registration Statement" in the Amended Agreement shall refer to the New Shelf, (ii) the term "base prospectus" in the Amended Agreement shall refer to the base prospectus filed as part of the New Shelf, in the form in which it has most recently been filed with the Commission on or prior to the date of this Amendment, and (iii) the term "Prospectus Supplement" in the Amended Agreement shall refer to the prospectus supplement relating to the offering of the Remaining Securities, which prospectus supplement shall be filed with the Commission pursuant to Rule 424(b) under the Act on or as soon as practicable after the date of this Amendment.
2. Notices to the Company pursuant to Section 13 of the Amended Agreement shall be directed to the offices of the Company at 575 Lexington Avenue, Suite 2930, New York, New York 10022, Facsimile: (612) 629-2501, Attention: General Counsel.
3. The date of execution of this Amendment shall be deemed a Representation Date under the Amended Agreement.
4. Except as otherwise provided in this Amendment, the Original Agreement as amended shall remain in full force and effect.
5. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile transmission.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by the undersigned, thereunto duly authorized, as of the date first set forth above.

TWO HARBORS INVESTMENT CORP.

By: /s/ Brad Farrell
 Name: Brad Farrell
 Title: Chief Financial Officer

JMP SECURITIES LLC

By: /s/ Thomas Kilian
 Authorized Signatory

KEEFE, BRUYETTE & WOODS, INC.

By: /s/ Jennifer Fuller
Authorized Signatory

[Signature Page to Amendment No. 2 to the Equity Distribution Agreement]

STINSON LEONARD STREET LLP

50 South Sixth Street
Suite 2600
Minneapolis, MN 55402

612-335-1500
Fax: 612-335-1657
www.stinson.com

March 12, 2018

Two Harbors Investment Corp.
575 Lexington Avenue, Suite 2930
New York, New York 10022

Re: Automatic Shelf Registration Statement on Form S-3ASR, filed with the Securities and Exchange Commission on February 28, 2018 (file No. 333-223311 (the "Registration Statement"))

Ladies and Gentlemen:

We have served as counsel to Two Harbors Investment Corp., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the sale and issuance of up to 10,000,000 shares (as adjusted for a reverse stock split) (the "Securities") of common stock, \$0.01 par value per share, of the Company, pursuant to the Equity Distribution Agreement, dated May 25, 2012, as amended to date (the "Equity Distribution Agreement"), by and among the Company and JMP Securities LLC and Keefe, Bruyette & Woods, Inc. (each, a "Placement Agent" and together, the "Placement Agents").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement of the Company, relating to the Securities, and all amendments thereto, filed with the United States Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "1933 Act");
 2. The Company's Prospectus, dated February 28, 2018 (the "Base Prospectus"), as supplemented by a Prospectus Supplement, dated March 12, 2018 (the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus"), each in the form in which it was filed with the SEC pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;
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3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
 4. The bylaws of the Company (the "Bylaws"), certified as of the date hereof by an officer of the Company;
 5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
 6. Resolutions adopted by the Board of Directors of the Company, and a duly authorized committee thereof (the "Resolutions"), relating to, among other matters, (a) the sale and issuance of the Securities, certified as of the date hereof by an officer of the Company and (b) the execution, delivery and performance by the Company of the Equity Distribution Agreement, certified as of the date hereof by an officer of the Company;
 7. The Equity Distribution Agreement; and
 8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualification stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. The Securities will not be issued or transferred in violation of any restriction or limitation contained in Article VII of the Charter.

1. The issuance of the Securities has been duly authorized, and, when and if issued and delivered against payment therefor in accordance with the Resolutions and the Registration Statement, the Securities will be legally issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Securities (the "Current Report"). We hereby consent to the filing of this opinion as an exhibit to the Current Report and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

STINSON LEONARD STREET LLP

/s/ Stinson Leonard Street LLP