

**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: November 16, 2017

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.)

590 Madison Avenue, 36th Floor
New York, NY 10022
(Address of principal executive offices)
(Zip Code)

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

Not Applicable

(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 November 16, 2017, Two Harbors Investment Corp. issued a press release announcing certain adjustments to the conversion rate for its 6.25% convertible senior notes due 2022. A copy of the press release announcing the conversion rate adjustment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release of Two Harbors Investment Corp., dated November 16, 2017.</u>

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: November 16, 2017

Exhibit Index

Exhibit No.	Description	Filing Method
99.1	<u>Press Release of Two Harbors Investment Corp., dated November 16, 2017.</u>	Electronically



Two Harbors Investment Corp. Announces Conversion Rate Adjustments for its Convertible Senior Notes Due 2022

New York, November 16, 2017 – Two Harbors Investment Corp. (NYSE: TWO) today announced certain adjustments to the conversion rate for the company’s 6.25% convertible senior notes due 2022 (the “Notes”). These conversion rate adjustments are being made pursuant to the supplemental indenture governing the Notes as a result of the company’s previously announced special stock dividend of common shares of Granite Point Mortgage Trust Inc. (the “Stock Dividend”) and the one-for-two reverse stock split of the outstanding shares of Two Harbors common stock (the “Reverse Stock Split”). The Stock Dividend and the Reverse Stock Split were completed on November 1, 2017.

As a result of the Stock Dividend, the conversion rate for the Notes was adjusted to 122.3704 shares of common stock per \$1,000 principal amount of the Notes. Pursuant to the supplemental indenture, this conversion rate was given retroactive effect to October 20, 2017, the record date for the Stock Dividend. Subsequently, the conversion rate for the Notes was further adjusted to 61.1851 shares of common stock per \$1,000 principal amount of the Notes as a result of the Reverse Stock Split. Pursuant to the Supplemental Indenture, this Conversion Rate was effective as of November 1, 2017, the effective date for the Reverse Stock Split. Notice of these conversion rate adjustments was delivered to holders of the Notes and Bank of New York Mellon Trust Company, N.A., as trustee, in accordance with the terms of the supplemental indenture governing the Notes.

This news release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect management’s plans, estimates and beliefs and involve risks and uncertainties that could cause actual results to differ materially from expected results. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Two Harbors Investment Corp. undertakes no obligation to update or revise such forward-looking statements.

Two Harbors Investment Corp.

Two Harbors Investment Corp., a Maryland corporation, is a real estate investment trust that invests in residential mortgage-backed securities, mortgage servicing rights and other financial assets. Two Harbors is headquartered in New York, New York, and is externally managed and advised by PRCM Advisers LLC, a wholly owned subsidiary of Pine River Capital Management L.P. Additional information is available at www.twoharborsinvestment.com.

Additional Information

Stockholders of Two Harbors and other interested persons may find additional information regarding the company at the Securities and Exchange Commission’s Internet site at www.sec.gov or by directing requests to: Two Harbors Investment Corp., 590 Madison Avenue, 36th floor, New York, NY 10022, telephone 612-629-2500.

Contact

Investors: Margaret Field, Investor Relations, Two Harbors Investment Corp., 212-364-3663, margaret.field@twoharborsinvestment.com.
