

TWO HARBORS INVESTMENT CORP.

Form 8-K

January 12, 2017

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

Washington, DC 20549

**FORM 8-K**

**Current Report**

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

**Date of Report (Date of earliest event reported): January 12, 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, New York 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

**Recent Developments**

During the fourth quarter of 2016, market volatility resulted in higher interest rates and wider mortgage spreads. Our risk management and hedging strategies are designed to largely mitigate the impact of these factors on our book value, as we focus on delivering stable and attractive risk-adjusted returns to our investors over the long term. Adjusting for the \$0.24 common dividend per share we announced on December 15, 2016, we estimate that our book value per diluted common share at December 31, 2016 will be in the range of \$9.73 to \$9.83, reflecting a modest decrease from our book value per common share of \$10.01 at September 30, 2016. Our actual results may vary following completion of our internal processes to finalize our financial results for the quarter ended December 31, 2016 and remain subject to audit of our financial statements by our independent auditors.

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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: January 12, 2017

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