

Two Harbors Investment Corp.  
Form 8-K  
June 03, 2013

**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): **June 3, 2013 (May 29, 2013)**

**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.)

**601 Carlson Parkway, Suite 1400**

**Minnetonka, MN 55305**

(Address of principal executive offices)

(Zip Code)

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

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**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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 29, 2013, the Board of Directors (the Board) of Two Harbors Investment Corp. (the Company), acting upon the recommendation of its Compensation Committee and pursuant to the Company's Restated 2009 Equity Incentive Plan (the Plan), granted awards of restricted stock to each of Thomas Siering, Chief Executive Officer and President, Brad Farrell, Chief Financial Officer and Treasurer, William Roth, Chief Investment Officer, and Rebecca B. Sandberg, General Counsel and Secretary (the Grants). Each Grant was awarded pursuant to the Plan and to a restricted stock award agreement, the form of which is included in the Company's Form S-8 filed with the Securities and Exchange Commission on May 28, 2013 and incorporated herein by reference. Under the terms of the Grants, the shares will vest annually, in equal increments, over a three year period.

The Grants were made to the individuals and in the amounts set forth below:

<b>Name of Executive Officer</b>	<b>Shares Awarded</b>
Thomas Siering	256,011
Brad Farrell	76,803
William Roth	256,011
Rebecca B. Sandberg	40,962

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Restricted Stock Award Agreement (incorporated by reference and attached as Exhibit 99.2 to the Company's Form S-8, as filed with the Securities and Exchange Commission on May 28, 2013)

**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**  
**Secretary and General Counsel**

Date: June 3, 2013