

Lown Jeffrey B
Form 4/A
August 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lown Jeffrey B

2. Issuer Name and Ticker or Trading Symbol
Cherry Hill Mortgage Investment Corp [CHMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
301 HARPER DRIVE, SUITE 110
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
President

MOORESTOWN, NJ 08057

4. If Amendment, Date Original Filed(Month/Day/Year)
07/20/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|--------------|----------------------------|
| | | | | (A) | (D) | | | | |
| LTIP Units | (2) | 07/20/2017 | M(1) | | 20,417 | (2) | (2) | Common Stock | 20,417 |
| Common Units | (3) | 07/20/2017 | M(1) | 20,417 | | (3) | (3) | Common Stock | 20,417 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Lown Jeffrey B 301 HARPER DRIVE SUITE 110 MOORESTOWN, NJ 08057 | | | President | |

Signatures

/s/ Jeffrey Lown
II 08/14/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 was amended solely to change the transaction code to "M."
Represents units of limited partnership interests ("LTIP Units") in Cherry Hill Operating Partnership, L.P. (the "Operating Partnership") of which the Issuer is the general partner. Vested LTIP Units, upon achieving parity with the common units of limited partnership interest in the Operating Partnership pursuant to the terms of the partnership agreement, may be exchanged at any time for Common Units (as described in the partnership agreement) on a one-for-one basis. The LTIP Units have no expiration date.
- (2) Represents common units of limited partnership interest ("Common Units") in the Operating Partnership issued on exchange of vested LTIP Units. All rights are identical to those of the LTIP Units except that Common Units may be redeemed for cash or sold to the Issuer for shares of common stock on a one-for-one basis. There is no expiration date for the Common Units or the right to redeem or exchange.
- (3) LTIP Units. All rights are identical to those of the LTIP Units except that Common Units may be redeemed for cash or sold to the Issuer for shares of common stock on a one-for-one basis. There is no expiration date for the Common Units or the right to redeem or exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.