

Two Harbors Investment Corp.  
Form DEFA14A  
April 22, 2013

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE 14A

### (Rule 14a-101)

#### INFORMATION REQUIRED IN PROXY STATEMENT

#### SCHEDULE 14A INFORMATION

#### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidentiality for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

## Two Harbors Investment Corp.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

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x No fee required

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party

(4) Date Filed:



**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): April 22, 2013 (April 16, 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.)

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601 Carlson Parkway, Suite 1400

Minnetonka, MN  
(Address of principal executive offices)

55305  
(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))

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

(b) Resignation of Director.

On April 16, 2013, William W. Johnson advised the Board of Directors (the "Board") of Two Harbors Investment Corp. (the "Company") of his intent to resign from the Company's Board and its committees effective as of a future date convenient to the Company, but not later than August 1, 2013. Mr. Johnson's decision to resign from the Board was due to his acceptance of new employment and was not the result of a disagreement with the Company relating to its operations, policies or practices. Mr. Johnson currently serves as a member of the Board's Nominating and Corporate Governance, Compensation and Risk Oversight Committees.

Mr. Johnson was nominated to stand for reelection as a director at the Company's upcoming Annual Meeting of Stockholders to be held on May 21, 2013 and Mr. Johnson will continue to stand for reelection at such annual meeting of stockholders. The Board continues to recommend stockholders vote FOR the reelection of Mr. Johnson. The vacancy created on the Board resulting from Mr. Johnson's resignation will be filled at a time the Board believes is appropriate.

The information set forth herein supplements the Company's Proxy Statement dated April 3, 2013 and furnished to holders of the Company's common stock in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Annual Meeting of Stockholders to be held on May 21, 2013, or any adjournment or postponement thereof.

**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: April 22, 2013