

TWO HARBORS INVESTMENT CORP.  
Form 8-K  
August 06, 2015

**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 (Date of earliest event reported): **August 6, 2015**

**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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o 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 8.01 Other Events.**

On July 16, 2015, the Circuit Court for Baltimore City, Maryland preliminarily approved the terms of a proposed settlement entered into by Two Harbors Investment Corp. ( Company ), certain members of the Company s Board of Directors, and the plaintiff in the case captioned *Orlando v. Two Harbors Investment Corp., et al.*, Case No. 24-C-15-001765. The settlement remains subject final approval by the Circuit Court.

As required by the terms of the proposed settlement, the Company hereby provides, as Exhibit 99.1 to this Current Report on Form 8-K, the Notice of Pendency of Class Action, Proposed Settlement and Settlement Hearing ( Notice ). A copy of the Notice is also available on the Investor Relations section of the Company s website.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice of Pendency of Class Action, Proposed Settlement and Settlement Hearing.*

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\* Filed herewith.

**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.

Date: August 6, 2015

**TWO HARBORS INVESTMENT CORP.**

By: */s/ Rebecca B. Sandberg*  
Rebecca B. Sandberg  
Secretary and General Counsel