
**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): March 19, 2021 (March 19, 2021)

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) 453-4100

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))

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class:</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered:</u>
Common Stock, par value \$0.01 per share	TWO	New York Stock Exchange
8.125% Series A Cumulative Redeemable Preferred Stock	TWO PRA	New York Stock Exchange
7.625% Series B Cumulative Redeemable Preferred Stock	TWO PRB	New York Stock Exchange
7.25% Series C Cumulative Redeemable Preferred Stock	TWO PRC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this report is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 19, 2021, Two Harbors Investment Corp. (the "Corporation") filed Articles Supplementary (the "Articles Supplementary") with the State Department of Assessments and Taxation of Maryland which, effective March 19, 2021, reclassified and redesignated (i) all 3,000,000 authorized but unissued shares of the Corporation's 7.75% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series D Preferred Stock"), as shares of undesignated preferred stock, par value \$0.01 per share (the "Preferred Stock"), of the Corporation and (ii) all 8,000,000 authorized but unissued shares of the Corporation's 7.50% Series E Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series E Preferred Stock"), as shares of Preferred Stock of the Corporation. The foregoing action was taken following the redemption of the Series D Preferred Stock and Series E Preferred Stock on March 15, 2021. As of March 19, 2021, no shares of Series D Preferred Stock or Series E Preferred Stock were authorized, issued or outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1	Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland effective on March 19, 2021
104	Cover Page Interactive Data File, formatted in Inline XBRL.

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: March 19, 2021

TWO HARBORS INVESTEMENT CORP.

ARTICLES SUPPLEMENTARY

Two Harbors Investment Corp., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Article VI of the charter of the Corporation (the "Charter"), the Board of Directors of the Corporation (the "Board of Directors"), by duly adopted resolutions (i) reclassified and designated 3,000,000 authorized but unissued shares (the "Reclassified Series D Preferred Stock"), of the Corporation's 7.75% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series D Preferred Stock"), as shares of undesignated preferred stock, par value \$0.01 per share (the "Preferred Stock"), of the Corporation and (ii) reclassified and designated 8,000,000 authorized but unissued shares (the "Reclassified Series E Preferred Stock"), of the Corporation's 7.50% Series E Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series E Preferred Stock"), as shares of Preferred Stock, of the Corporation.

SECOND: The Preferred Stock classified as set forth above shall be undesignated and unclassified shares of Preferred Stock.

THIRD: The foregoing shares of Reclassified Series D Preferred Stock and Reclassified Series E Preferred Stock have been reclassified and designated by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law. The total number of authorized shares of capital stock of the Corporation will not change as a result of these Articles Supplementary.

FIFTH: These Articles Supplementary shall become effective at 5:00 p.m., Eastern Time, on March 19, 2021 (the "Effective Time").

SIXTH: At the Effective Time, the total number of shares of capital stock which the Corporation has authority to issue is 800,000,000 shares of stock, consisting of (i) 700,000,000 shares of Common Stock, \$0.01 par value per share, and (ii) 100,000,000 shares of Preferred Stock, \$0.01 par value per share, of which 5,750,000 shares are designated as 8.125% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, 11,500,000 shares are designated as 7.625% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, and 12,650,000 shares are designated as Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock. The aggregate par value of all authorized shares of stock having par value is \$8,000,000.

SEVENTH: The undersigned officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of such officer's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed in its name and on its behalf by its Chief Executive Officer and President and attested to by its Secretary and General Counsel on this 19th day of March, 2021.

ATTEST:

TWO HARBORS INVESTMENT CORP.

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

By: /s/ William Greenberg
Name: William Greenberg
Title: President and Chief Executive Officer