

**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): October 2, 2023 (September 29, 2023)

**Two Harbors Investment Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation or organization)

**001-34506**  
(Commission File Number)

**27-0312904**  
(I.R.S. Employer Identification No.)

**1601 Utica Avenue South, Suite 900**  
(Address of Principal Executive Offices)

**St. Louis Park, MN**

**55416**  
(Zip Code)

**(612) 453-4100**  
Registrant's telephone number, including area code

**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:

<b>Title of Each Class:</b>	<b>Trading Symbol(s)</b>	<b>Name of Exchange on Which Registered:</b>
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 8.01 Other Events.**

On September 29, 2023, Matrix Financial Services Corporation (“Matrix”), a wholly-owned subsidiary of Two Harbors Investment Corp. (the “Company”), completed the acquisition of RoundPoint Mortgage Servicing LLC (f/k/a RoundPoint Mortgage Servicing Corporation) (“RoundPoint”) pursuant to the terms of that certain Stock Purchase Agreement, dated August 2, 2023 (“Purchase Agreement”), by and amongst Matrix, RoundPoint and Freedom Mortgage Corporation (“Freedom”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Purchase Agreement.

Pursuant to the terms of the Purchase Agreement, Matrix paid a Preliminary Purchase Price of \$23.6 million to Freedom on the Closing Date. The Preliminary Purchase Price will be further adjusted based on (a) the change in Tangible Net Book Value of RoundPoint between the Cutoff Date and the Closing Date and (b) the Earnings of RoundPoint during the period commencing on October 1, 2022 and ending on the Closing Date.

The description of the Purchase Agreement in this Item 8.01 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to the Quarterly Report on Form 10-Q filed by the Company with the Securities and Exchange Commission on August 4, 2022, and is incorporated herein by reference.

On October 2, 2023, the Company issued a press release announcing that Matrix has completed the acquisition of RoundPoint from Freedom. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Two Harbors Investment Corp., dated October 2, 2023.</u></a>
104	Cover Page Interactive Data File, formatted in Inline XBRL.

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**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: October 2, 2023

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**Two Harbors Investment Corp. Announces  
Closing of Acquisition of RoundPoint Mortgage Servicing LLC**

**New York, October 2, 2023 – Two Harbors Investment Corp.** (NYSE: TWO), an Agency + MSR real estate investment trust, today announced that Matrix Financial Services Corporation (“Matrix”), a wholly owned subsidiary of Two Harbors Investment Corp., completed its acquisition of RoundPoint Mortgage Servicing LLC (“RoundPoint”). RoundPoint became a wholly owned subsidiary of Matrix upon the closing of the transaction and has retained its servicing licenses and capabilities.

**Anticipated Acquisition Benefits to Two Harbors**

- Estimated incremental pre-tax earnings in 2024 of \$25-30 million through additional revenues and cost savings achieved by vertically integrating self-servicing capabilities.
- Greater control over the company’s MSR portfolio through self-servicing.
- Long-term opportunities to expand upon and leverage RoundPoint’s existing platform and capabilities to pursue additional business opportunities, including growing RoundPoint’s third party subservicing business.

“This is an exciting and transformative acquisition for our company,” said Bill Greenberg, Two Harbors’ President and Chief Executive Officer. “RoundPoint’s highly experienced team and best-in-class operational platform is an excellent fit with Two Harbors. We believe this acquisition will add significant value for stakeholders of Two Harbors through increased cashflows, operational efficiencies and the ability to participate more fully in the mortgage finance space as opportunities arise.”

In connection with the closing of the acquisition, Matrix paid a preliminary purchase price of \$23.6 million, which is equal to RoundPoint’s tangible net book value plus a premium of \$10.5 million, less certain purchase price adjustments. This preliminary purchase price will also be subject to additional post-closing adjustments.

Jones Day is serving as legal advisor to Two Harbors.

**Cautionary Notice Regarding Forward-Looking Statements**

This release may include statements and information that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and we intend such forward-looking statements to be covered by the safe harbor provisions therein and are included in this statement for purposes of invoking these safe harbor provisions. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance. The forward-looking statements made in this release include, but may not be limited to, our estimated incremental pre-tax earnings in 2024, opportunities to expand upon and leverage RoundPoint’s existing platform and other statements about the anticipated benefits of the acquisition.

Forward-looking statements are not guarantees, and they involve risks, uncertainties and assumptions. There can be no assurance that actual results will not differ materially from our expectations. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks identified under the captions “Risk Factors,” “Forward-Looking Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our public filings with the SEC, which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov).

All written or oral forward-looking statements that we make, or that are attributable to us, are expressly qualified by this cautionary notice. Except to the extent required by applicable laws and regulations, we undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

**Two Harbors Investment Corp.**

Two Harbors Investment Corp., a Maryland corporation, is a real estate investment trust that invests in residential mortgage-backed securities, mortgage servicing rights and other financial assets. Two Harbors is headquartered in St. Louis Park, MN.

**Additional Information**

Stockholders of Two Harbors and other interested persons may find additional information regarding the company at [www.twoharborsinvestment.com](http://www.twoharborsinvestment.com), at the Securities and Exchange Commission's Internet site at [www.sec.gov](http://www.sec.gov) or by directing requests to: Two Harbors Investment Corp., 1601 Utica Avenue South, Suite 900, St. Louis Park, MN 55416, telephone (612) 453-4100.

**Contact**

Margaret Karr, Head of Investor Relations, Two Harbors Investment Corp., 612-453-4080, [margaret.karr@twoharborsinvestment.com](mailto:margaret.karr@twoharborsinvestment.com).

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