

Form 144 Filer Information

FORM 144

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549****Form 144****NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933****144: Filer Information**

Filer CIK	<input type="text" value="0001917084"/>
Filer CCC	<input type="text" value="XXXXXXXX"/>
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST

Submission Contact Information

Name	<input type="text"/>
Phone	<input type="text"/>
E-Mail Address	<input type="text"/>

144: Issuer Information

Name of Issuer	<input type="text" value="TWO HARBORS INVESTMENT CORP."/>
SEC File Number	<input type="text" value="001-34506"/>
Address of Issuer	<input type="text" value="1601 Utica Avenue South
Suite 900
St. Louis Park
MINNESOTA
55416"/>
Phone	<input type="text" value="612-453-4100"/>
Name of Person for Whose Account the Securities are To Be Sold	<input type="text" value="Matthew Keen"/>

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	<input type="text" value="Officer"/>
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144: Securities Information

Title of the Class of Securities To Be Sold	<input type="text" value="Common Stock"/>
Name and Address of the Broker	<input type="text" value="Raymond James
660 Newport Center Drive
Suite 570
Newport Beach
CA
92660"/>
Number of Shares or Other Units To Be Sold	<input type="text" value="1147"/>
Aggregate Market Value	<input type="text" value="15840.07"/>
Number of Shares or Other Units Outstanding	<input type="text" value="96187872"/>
Approximate Date of Sale	<input type="text" value="01/09/2024"/>
Name the Securities Exchange	<input type="text" value="NYSE"/>

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Common Stock
Date you Acquired	01/08/2024
Nature of Acquisition Transaction	Vesting of Performance Share Unit Award
Name of Person from Whom Acquired	Two Harbors Investment Corp.

Is this a Gift? Date Donor Acquired

Amount of Securities Acquired	1147
Date of Payment	01/08/2024
Nature of Payment	Vesting of Performance Share Unit Award

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks	The reporting person anticipates selling the shares for the purpose of satisfying income tax liabilities, incurred upon the vesting of the performance share unit award, pursuant to written instructions previously executed by the reporting person.
Date of Notice	01/08/2024
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	05/10/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature	/s/ Matthew Keen
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ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)