
**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): December 18, 2012 (December 17, 2012)

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 150
Minnetonka, MN 55305
(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:

- 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))
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Item 3.03 Material Modifications to Rights of Security Holders.

Effective December 18, 2012, Two Harbors Investment Corp. (“Two Harbors”) filed articles of amendment to its amended and restated charter. The purpose of the amendment was to increase its authorized shares of common stock (“Common Stock”), par value \$0.01 per share, from 450,000,000 shares to 900,000,000 shares of Common Stock. As a result of the amendment, Two Harbors’ charter provides that Two Harbors has the authority to issue 950,000,000 shares of stock, consisting of 900,000,000 shares of Common Stock, and 50,000,000 shares of preferred stock, \$.01 par value per share.

A copy of the articles of amendment are filed as Exhibit 99.1 and are incorporated herein by reference into this Item 3.03.

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

On December 18, 2012, Two Harbors issued a press release announcing the appointment of Ms. Rebecca B. Sandberg as General Counsel, effective March 1, 2013. Two Harbors’ also announced its current General Counsel, Mr. Timothy O’Brien, will remain in his role until that date. Mr. O’Brien, who has served as General Counsel for Two Harbors since its inception in 2009, will also remain in his role as Partner and General Counsel for Pine River Capital Management L.P., the parent of the company’s external manager, and will also serve as General Counsel for Silver Bay Realty Trust Corp., a newly-formed public company that is managed by an affiliate of Pine River.

Ms. Sandberg has served as Deputy General Counsel and Secretary of Two Harbors since May 2012. Previously, from 2010 to 2012, she served as Two Harbors’ Senior Counsel. Before joining Two Harbors, Ms. Sandberg was a Senior Associate at Stoel Rives LLP from 2007 to 2010, and from 2006 to 2007 she was a Senior Associate at Fulbright & Jaworski LLP. Prior to that, Ms. Sandberg was an Associate at Lindquist & Vennum PLLP. She received a B.A. from the University of Minnesota in 1994 and a Juris Doctor from William Mitchell College of Law in 2000.

Two Harbors’ press release, dated January 18, 2012, regarding the appointment of Ms. Sandberg as General Counsel is attached as Exhibit 99.2 and incorporated herein in its entirety by this reference.

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

The disclosures set forth in Item 3.03 above are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Articles of Amendment to Charter
99.2	Press Release Announcing Appointment of General Counsel

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 Deputy General Counsel

Date: December 18, 2012

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF AMENDMENT AND RESTATEMENT OF
TWO HARBORS INVESTMENT CORP.**

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

FIRST: Section 6.1 of Article VI of the Articles of Amendment and Restatement dated October 7, 2009 (the "Charter") is hereby amended to increase the number of shares of stock that the Corporation has authority to issue to 950,000,000, the number of shares of Common Stock, \$.01 par value per share, that the Corporation has authority to issue to 900,000,000 and the aggregate par value of all authorized shares of stock having par value to \$9,500,000.

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 500,000,000 shares of stock, consisting of 450,000,000 shares of Common Stock, \$.01 par value per share, and 50,000,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$5,000,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 950,000,000 shares of stock, consisting of 900,000,000 shares of Common Stock, \$.01 par value per share, and 50,000,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$9,500,000.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the "MGCL") is not changed by the foregoing amendment of the Charter.

FIFTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized by Section 2-105(a)(13) of the MGCL without any action by the stockholders of the Corporation.

SIXTH: The undersigned President of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned President of the Corporation acknowledges that to the best of his 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.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary on this 17th day of December 2012.

ATTEST

TWO HARBORS INVESTMENT CORP.

By: /s/ Rebecca B. Sandberg
Secretary

By: /s/ Thomas Siering
President

Signature Page to Articles of Amendment



**Rebecca B. Sandberg Appointed General Counsel
of Two Harbors Investment Corp.**

NEW YORK, December 18, 2012 – **Two Harbors Investment Corp.** (NYSE: TWO; NYSE MKT: TWO.WS) today announced the appointment of Rebecca B. Sandberg as General Counsel, effective March 1, 2013. Timothy O’Brien, who has served as General Counsel for Two Harbors since its inception in 2009, will remain in his role as Partner and General Counsel for Pine River Capital Management L.P., the parent of the company’s external manager, and will also serve as General Counsel for Silver Bay Realty Trust Corp, a newly-formed public company that is managed by an affiliate of Pine River.

“We are pleased to announce the appointment of Rebecca as General Counsel. She has done an outstanding job as Deputy General Counsel and Secretary and is a natural successor to Tim,” stated Thomas Siering, Two Harbors’ President and Chief Executive Officer. “We wish to thank Tim for his invaluable contributions to Two Harbors. We look forward to continuing to collaborate with him in the future and are grateful for his service.”

Ms. Sandberg has served as Deputy General Counsel and Secretary of Two Harbors since May 2012. Previously, from 2010 to 2012, she served as Two Harbors’ Senior Counsel. Before joining Two Harbors, Ms. Sandberg was a Senior Associate at Stoel Rives LLP from 2007 to 2010, and from 2006 to 2007 she was a Senior Associate at Fulbright & Jaworski LLP. Prior to that, Ms. Sandberg was an Associate at Lindquist & Vennum PLLP. She received a B.A. from the University of Minnesota in 1994 and a Juris Doctor from William Mitchell College of Law in 2000.

Two Harbors Investment Corp.

Two Harbors Investment Corp., a Maryland corporation, is a real estate investment trust that invests in residential mortgage-backed securities, residential mortgage loans, residential real properties and other financial assets. Two Harbors is headquartered in Minnetonka, Minnesota, and is externally managed and advised by PRCM Advisers LLC, a wholly-owned subsidiary of Pine River Capital Management L.P. Additional information is available at www.twoharborsinvestment.com.

Additional Information

Stockholders and warrant holders of Two Harbors, and other interested persons, may find additional information regarding the company at the Securities and Exchange Commission’s Internet site at www.sec.gov or by directing requests to: Two Harbors Investment Corp., 601 Carlson Parkway, Suite 150, Minnetonka, MN 55305, telephone 612-629-2500.

Contact

Investors: July Hugen, Investor Relations, Two Harbors Investment Corp., 612-629-2514, july.hugen@twoharborsinvestment.com.