

**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): May 26, 2020 (May 21, 2020)

**Two Harbors Investment Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**575 Lexington Avenue, Suite 2930**

(Address of Principal Executive Offices)

**001-34506**

(Commission File Number)

**New York, NY**

**27-0312904**

(I.R.S. Employer Identification No.)

**10022**

(Zip Code)

**(612) 629-2500**

Registrant's telephone number, including area code

(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 (see General Instruction A.2. below):

- 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
7.75% Series D Cumulative Redeemable Preferred Stock	TWO PRD	New York Stock Exchange
7.50% Series E Cumulative Redeemable Preferred Stock	TWO PRE	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 5.07 Submission of Matters to a Vote of Security Holders.**

Two Harbors Investment Corp. (the “Company”) held its Annual Meeting of Stockholders on May 21, 2020 for the purpose of: (i) electing eight directors to serve on the Company’s board of directors until the 2021 Annual Meeting of Stockholders; (ii) holding an advisory vote relating to executive compensation; and (iii) ratifying the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020.

**Proposal 1 - Election of Directors**

Each of the eight director nominees proposed by the Company’s board of directors was elected to serve as a director until the Company’s 2021 Annual Meeting of Stockholders, or until his or her successor is duly elected and qualified. The voting results for each director nominee were as follows:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
E. Spencer Abraham	145,680,603	8,804,996	911,382	69,104,200
James J. Bender	150,792,685	3,723,183	881,113	69,104,200
Karen Hammond	150,767,574	3,762,875	866,532	69,104,200
Stephen G. Kasnet	150,025,266	4,465,044	906,671	69,104,200
W. Reid Sanders	151,500,845	2,995,641	900,495	69,104,200
Thomas E. Siering	151,995,657	2,498,047	903,277	69,104,200
James A. Stern	152,189,951	2,290,500	916,530	69,104,200
Hope W. Woodhouse	152,313,115	2,235,702	848,164	69,104,200

**Proposal 2 - Advisory Vote Relating to Executive Compensation**

Stockholders approved the advisory resolution on the Company’s executive compensation. The proposal received the following final voting results:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
147,459,618	6,427,060	1,510,303	69,104,200

**Proposal 3 - Ratification of Selection of Independent Registered Public Accounting Firm**

Stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020. The proposal received the following final voting results:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
219,540,250	3,568,724	1,392,207

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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: May 26, 2020