

**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): February 5, 2024 (January 31, 2024)

**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

(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:

Title of Each Class:	Trading Symbol(s)	Name of Exchange on Which Registered:
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 5.02**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 31, 2024, Mary Risky notified Two Harbors Investment Corp. (the “Company”) of her intention to retire from her position as Vice President and Chief Financial Officer of the Company, effective no later than August 1, 2024 (the “Effective Date”). Ms. Risky plans to continue to serve in her role through the Effective Date or until a successor is appointed by the Company. The Company has initiated an external search for Ms. Risky’s successor.

**Item 7.01**      **Regulation FD Disclosure.**

The Company issued a press release on February 5, 2024 regarding Ms. Risky’s retirement. A copy of the press release is furnished as Exhibit 99.1 hereto.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release of Two Harbors Investment Corp., dated February 5, 2024.</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: February 5, 2024



Two Harbors Investment Corp.  
Announces Retirement of Chief Financial Officer

New York, February 5, 2024 – Two Harbors Investment Corp. (NYSE: TWO), an MSR + Agency RMBS real estate investment trust, today announced that Mary Risky intends to retire from her position as Vice President and Chief Financial Officer of the company. Two Harbors has initiated an external search for a new Chief Financial Officer, and Ms. Risky plans to continue to serve in her role through August 1, 2024, or until a successor is appointed by the company.

“I would like to thank Mary for her many years of unwavering commitment, dedicated service, and outstanding contributions to Two Harbors,” stated Bill Greenberg, Two Harbors’ President and Chief Executive Officer. “She has been instrumental in our evolution over the years, and will leave an indelible mark on our organization. As Mary embarks on a well-deserved retirement, I want to express my deep gratitude and wish her much happiness in the next chapter of her life.”

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, Minnesota.

Additional Information

Stockholders of Two Harbors and other interested persons may find additional information regarding the company at <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 Ave. S., Suite 900, St. Louis Park, MN 55416, telephone (612) 453-4100.

Contact

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