FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 1005-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] <u>RUSH ROBERT</u>			2. Issuer Name and Ticker or Trading Symbol <u>TWO HARBORS INVESTMENT CORP.</u> [TWO]		ionship of Reporting Person(all applicable) Director Officer (give title	10% Owner Other (specify
(Last)	(First)	(Middle)			below) Chief Risk Of	below)
TWO HARBORS INVESTMENT CORP. 1601 UTICA AVENUE SOUTH, SUITE 900			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2025		Chief Kisk Of	incer
(Street) ST. LOUIS PARK	MN	55416	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing (Ct Form filed by One Reportir Form filed by More than O	ng Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(11511. 4)
Common stock, par value \$0.01 per share	02/10/2025		S ⁽¹⁾		2,392	D	\$12.96	87,087	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

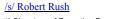
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	, í		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)	Transaction(s) (Instr. 4)		

Explanation of Responses:

1. The reporting person sold the shares to satisfy income tax liabilities incurred as a result of the vesting of restricted stock units previously granted to the reporting person. The transaction reported on this Form 4 was effected pursuant to trading instructions given by the reporting person on February 25, 2021 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

Remarks:



** Signature of Reporting Person

02/11/2025

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.