

TWO HARBORS INVESTMENT CORP.
Form 4
August 24, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TWO HARBORS INVESTMENT CORP.

2. Issuer Name and Ticker or Trading Symbol
Granite Point Mortgage Trust Inc. [GPMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
590 MADISON AVENUE, 36TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common stock, par value \$0.01 per share | 08/22/2017 | | P | 600 ⁽¹⁾ A \$ 19.035 ₍₂₎ | 33,171,600 | I | See footnote <u>(3)</u> |
| Common stock, par value \$0.01 per share | 08/23/2017 | | P | 1,594 ⁽¹⁾ A \$ 19.0556 ₍₄₎ | 33,173,194 | I | See footnote <u>(3)</u> |
| | 08/24/2017 | | P | 200 ⁽¹⁾ A | 33,173,394 | I | |

| | | |
|------------------------------------------------------|-------------------------|-------------------------------|
| Common stock, par value \$0.01 per share | \$ 19.055 <u>(5)</u> | See footnote <u>(3)</u> |
|------------------------------------------------------|-------------------------|-------------------------------|

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

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 control number.

SEC 1474
(9-02)

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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TWO HARBORS INVESTMENT CORP. 590 MADISON AVENUE 36TH FLOOR NEW YORK, NY 10022 | | X | | |
| TWO HARBORS OPERATING Co LLC 590 MADISON AVENUE 36TH FLOOR NEW YORK, NY 10022 | | X | | |
| Capitol Acquisition Corp 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305 | | X | | |

Signatures

| | |
|--------------------------------------------------------------------------------------------------|------------|
| /s/ Two Harbors Operating Company LLC, By: Thomas Siering, President and Chief Executive Officer | 08/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Two Harbors Investment Corp, By: Thomas Siering, President and Chief Executive Officer | 08/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Capitol Acquisition Corp. By: Thomas Siering, President and Chief Executive Officer | 08/24/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
 - (1) The securities were purchased by Capitol Acquisition Corp. ("Capitol"), a wholly owned indirect subsidiary of Two Harbors Investment Corp. ("Two Harbors"), pursuant to a rule 10b5-1 stock purchase plan that Two Harbors committed to adopt in connection with Granite Point Mortgage Trust Inc.'s ("Granite Point") formation transaction and initial public offering ("IPO"). As previously disclosed, Two Harbors does not intend to distribute any shares that Capitol acquires through the stock purchase plan to its stockholders as part of an anticipated special dividend of Granite Point shares. Any shares of common stock purchased by Capitol pursuant to the stock purchase plan are subject to lock-up arrangements between Two Harbors and the IPO underwriters.
 - (2) Per share price reflects the weighted average price paid. The shares were purchased in multiple transactions at prices ranging from \$19.03 to \$19.06. The reporting persons undertake to provide, upon request, full information regarding the shares purchased in such transactions.
 - (3) The securities are held by wholly owned subsidiaries of Two Harbors. As of the date hereof, 33,071,000 shares were held by Two Harbors Operating Company LLC and 102,394 shares were held by Capitol.
 - (4) Per share price reflects the weighted average price paid. The shares were purchased in multiple transactions at prices ranging from \$19.05 to \$19.06. The reporting person undertakes to provide, upon request, full information regarding the shares purchased in such transactions.
 - (5) Per share price reflects the weighted average price paid. The shares were purchased in multiple transactions at prices ranging from \$19.05 to \$19.06. The reporting person undertakes to provide, upon request, full information regarding the shares purchased in such transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.