### Edgar Filing: IMPAC MORTGAGE HOLDINGS INC - Form 4

#### IMPAC MORTGAGE HOLDINGS INC

Form 4 July 01, 2016

## FORM 4

### OMB APPROVAL

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

OMB Number:

5. Relationship of Reporting Person(s) to

(Cl- - -1- -11 - - -1: - -1-1-)

Issuer

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
Estimated average

SECURITIES

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

**IMPAC MORTGAGE HOLDINGS** 

Symbol

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

PICKUP RICHARD H/

1. Name and Address of Reporting Person \*

			INC [IMH]			11100	(Check all applicable)			
(Last) 2532 DUP	(First) ONT DRIVE	(Middle)		of Earliest 7 Day/Year) 2016	Γransaction		_ _ b	Director Officer (give to elow)	X 10% itle Othe below)	Owner or (specify
IRVINE, O	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			A - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Da (Month/Day/Year		n Date, if	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of		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 Beneficial Ownership (Instr. 4)
Common Stock	06/29/2016			P	15,300	A	14.9828 (1)	312,902	I	footnote.
Common Stock								100,000	D	
Common Stock								1,760,465	I	See footnote.
Common Stock								200,000	I	See footnote.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year e	ole and Expiration	7. Title and Underlying (Instr. 3 and	Securitie
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares

Convertible

Promissory Note Due  $\$21.5 \frac{(5)}{}$   $05/09/2020\frac{(5)}{}$  Common 639,5  $05/09/2020\frac{(5)}{}$  Stock  $05/09/2020\frac{(5)}{}$ 

2020

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Other		
PICKUP RICHARD H/ 2532 DUPONT DRIVE IRVINE, CA 92612		X				

## **Signatures**

Reporting Person

/s/ Richard H.
Pickup

\*\*Signature of 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).
- This transaction was executed in multiple trades at prices ranging from \$14.944 to \$15.01; the price reported above reflects the weighted average purchase price. Reporting Person hereby undertakes to provide full information regarding the number of shares and prices at which these trades were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (2) The shares of common stock were purchased by Dito Devcar LP, over which shares Reporting Person shares voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by

Reporting Owners 2

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Dito Devcar LP upon execution of this purchase transaction.

- (3) The shares of common stock are held by RHP Trust, dated May 31, 2011 (the "Trust"), over all of which shares Reporting Person exercises sole voting and investment power.
- (4) The shares of common stock are held by Dito Caree LP, over which shares Reporting Person shares voting and investment power.
  - As previously reported on a Form 4 filed by Reporting Person on May 11, 2015, on May 8, 2015, the Trust purchased a Convertible Promissory Note Due 2020 in the original principal amount of \$13,750,000 that is convertible by the Trust at any time after January 1,
- (5) 2016, and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$21.50 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), the Trust will receive 639,535 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The Convertible Promissory Note Due 2020 is due and payable, to the extent not converted, on or before May 9, 2020.
  - As of June 29, 2016, Reporting Person may be deemed to beneficially own an aggregate of 3,012,902 shares of the common stock, consisting of (a) 100,000 shares owned directly, and (b) an aggregate of 2,912,902 shares owned indirectly, consisting of (i) 1,760,465 shares owned directly by the Trust, (ii) 639,535 shares that the Trust may acquire at any time after January 1, 2016 upon conversion (at
- (6) the initial conversion price of \$21.50 per share) of the outstanding principal balance of a Convertible Promissory Note Due 2020 owned directly by the Trust, (iii) 312,902 shares owned directly by Dito Devcar LP (over which shares Reporting Person shares voting and investment power), and (iv) 200,000 shares owned directly by Dito Caree LP (over which shares Reporting Person shares voting and investment power).

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.