

IMPAC MORTGAGE HOLDINGS INC

Form 4

August 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
RHP Trust, dated May 31, 2011

2. Issuer Name and Ticker or Trading Symbol
IMPAC MORTGAGE HOLDINGS INC [IMH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2532 DUPONT DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2015

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

IRVINE, CA 92612

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/07/2015		P		1,900 A \$ 17.16	D	
Common Stock	08/07/2015		P		773 A \$ 17.16	D	
Common Stock	08/07/2015		P		1,000 A \$ 17.1599	D	
Common Stock	08/07/2015		P		2,300 A \$ 17.16	D	
Common Stock	08/07/2015		P		200 A \$ 17.157	D	

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Common Stock	08/07/2015	P	100	A	\$ 17.17	1,183,100	D
Common Stock	08/07/2015	P	2,400	A	\$ 17.17	1,185,500	D
Common Stock	08/07/2015	P	126	A	\$ 17.17	1,185,626	D
Common Stock	08/07/2015	P	200	A	\$ 17.17	1,185,826	D
Common Stock	08/10/2015	P	501	A	\$ 17.15	1,186,327	D
Common Stock	08/10/2015	P	1,900	A	\$ 16.51	1,188,227	D
Common Stock	08/10/2015	P	3,100	A	\$ 16.51	1,191,327	D
Common Stock	08/10/2015	P	3,000	A	\$ 16.35	1,194,327	D
Common Stock	08/10/2015	P	1,836	A	\$ 16.319	1,196,163	D
Common Stock	08/10/2015	P	164	A	\$ 16.26	1,196,327	D
Common Stock	08/10/2015	P	200	A	\$ 16.26	1,196,527	D
Common Stock	08/10/2015	P	1,800	A	\$ 16.26	1,198,327	D
Common Stock	08/10/2015	P	3,000	A	\$ 16.26	1,201,327	D
Common Stock	08/10/2015	P	3,400	A	\$ 16.22	1,204,727	D
Common Stock	08/10/2015	P	1,500	A	\$ 16.217	1,206,227	D
Common Stock	08/10/2015	P	100	A	\$ 16.215	1,206,327	D
Common Stock	08/10/2015	P	4,900	A	\$ 16.1699	1,211,227	D
Common Stock	08/10/2015	P	100	A	\$ 16.13	1,211,327	D
Common Stock	08/10/2015	P	100	A	\$ 16.15	1,211,427	D
Common Stock	08/10/2015	P	400	A	\$ 16.15	1,211,827	D
	08/10/2015	P	2,100	A	\$ 16.15	1,213,927	D

Common Stock							
Common Stock	08/10/2015	P	2,400	A	\$ 16.15	1,216,327	D
Common Stock	08/10/2015	P	5,000	A	\$ 16.1	1,221,327	D
Common Stock	08/10/2015	P	420	A	\$ 16.07	1,221,747	D
Common Stock	08/10/2015	P	4,580	A	\$ 16.07	1,226,327	D

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

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(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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount
									Number of Shares
Convertible Promissory Note Due 2018	\$ 10.875					04/30/2013 ⁽¹⁾	04/30/2018 ⁽¹⁾	Common Stock	524,100 ⁽¹⁾
Convertible Promissory Note Due 2020	\$ 21.5					01/02/2016 ⁽²⁾	05/09/2020 ⁽²⁾	Common Stock	639,500 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RHP Trust, dated May 31, 2011
2532 DUPONT DRIVE
IRVINE, CA 92612

X

Signatures

/s/ Richard H. Pickup,
Trustee

08/11/2015

 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) As previously reported on a Form 3 filed by Reporting Person on May 8, 2013, on April 30, 2013, Reporting Person purchased a Convertible Promissory Note Due 2018 in the original principal amount of \$5,700,000 that is convertible by Reporting Person immediately upon receipt and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$10.875 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), Reporting Person will receive 524,138 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The Convertible Promissory Note Due 2018 is due and payable, to the extent not converted, on or before April 30, 2018.

(2) As previously reported on a Form 4 filed by Reporting Person on May 11, 2015, on May 8, 2015, Reporting Person purchased a Convertible Promissory Note Due 2020 in the original principal amount of \$13,750,000 that is convertible by Reporting Person at any time after January 1, 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), Reporting Person 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.

Remarks:

This Form 4 is being filed in two parts; this is the first of two parts.

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.