

Two Harbors Investment Corp.  
Form 8-K  
May 23, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): May 17, 2011**

**Two Harbors Investment Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-34506**  
(Commission  
File Number)

**27-0312904**  
(I.R.S. Employer  
Identification No.)

**601 Carlson Parkway, Suite 330**  
**Minnetonka, MN 55305**  
(Address of principal executive offices)  
(Zip Code)

Registrant's telephone number, including area code: **(612) 238-3300**

**Not Applicable**

(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))
-

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Two Harbors Investment Corp. held its 2011 Annual Meeting of Stockholders on May 17, 2011 for the purpose of electing seven directors and ratifying the appointment of Ernst & Young LLP as its independent registered public accountants. In addition, the company held advisory votes relating to the company's executive compensation and the frequency of future stockholder advisory votes relating to the company's executive compensation.

For more information on the proposals described below, refer to the company's proxy statement dated April 13, 2011, which was filed with the Securities and Exchange Commission on April 18, 2011. As of the record date, there were a total of 69,251,757 shares of common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 61,587,590 shares of common stock, or approximately 89%, were represented in person or by proxy; therefore, a quorum was present.

**Proposal 1 Election of Directors**

The seven nominees proposed by the company's Board of Directors were elected to serve as a director until our Annual Meeting of Stockholders to be held in 2012 or until his successor is duly elected and qualified. The voting results for each nominee were as follows:

| <b>Nominee</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------|-----------------|-----------------------------|
| Mark D. Ein        | 37,093,814 | 2,269,817       | 22,223,959                  |
| William W. Johnson | 39,071,890 | 291,741         | 22,223,959                  |
| Stephen G. Kasnet  | 37,253,395 | 2,110,236       | 22,223,959                  |
| Peter Niculescu    | 39,066,638 | 296,993         | 22,223,959                  |
| W. Reid Sanders    | 39,070,231 | 293,400         | 22,223,959                  |
| Thomas Siering     | 38,640,805 | 722,826         | 22,223,959                  |
| Brian C. Taylor    | 38,566,446 | 797,185         | 22,223,959                  |

**Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm**

Stockholders ratified the appointment of Ernst & Young LLP as the company's independent registered public accountants for the year ending December 31, 2011. The proposal received the following final voting results: 60,971,455 for; 581,508 against; and 34,627 abstentions.

**Proposal 3 Advisory Vote Relating to Executive Compensation**

Stockholders approved the advisory resolution on the company's executive compensation. The proposal received the following final voting results: 39,140,477 for; 142,396 against; and 80,758 abstentions.

**Proposal 4 Advisory Vote on the Frequency of Future Advisory Votes Relating to Executive Compensation**

Stockholders recommended, on an advisory basis, that future advisory votes relating to the company's executive compensation be held each year. The proposal received the following final voting results: 23,353,026 for every one year; 206,063 for every two years; 15,676,061 for every three years; and 126,481 abstentions. In accordance with the results of the advisory vote, the company has determined that it will hold an advisory vote on its executive compensation every year until the next advisory vote on frequency, which will be no later than the company's annual meeting of stockholders in 2017.

**Item 7.01 Regulation FD Disclosure.**

On May 23, 2011, we announced the results of our 2011 Annual Meeting of Stockholders held on May 17, 2011. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information in Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for any other purpose, including for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section. The information in Item 7.01 of this Current Report shall not be deemed to be incorporated by reference into any filing of the registrant under the Securities Act of 1933 or the Exchange Act regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release, dated May 23, 2011, issued by Two Harbors Investment Corp. announcing the final voting results of its 2011 Annual Meeting of Stockholders. |

---

**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/ TIMOTHY W. O BRIEN

**Timothy O Brien**

**Secretary and General Counsel**

Date: May 23, 2011