

TWO HARBORS INVESTMENT CORP.
Form 8-K
May 21, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 21, 2018 (May 17, 2018)**

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.)

575 Lexington Avenue, Suite 2930

New York, New York 10022

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(612) 629-2500**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Two Harbors Investment Corp. (the Company) held its Annual Meeting of Stockholders on May 17, 2018 for the purpose of: (i) electing nine directors to serve on the Company's board of directors until the 2019 Annual Meeting of Stockholders; (ii) holding an advisory vote relating to executive compensation; and (iii) ratifying the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018.

Proposal 1 Election of Directors

Each of the nine director nominees proposed by the Company's board of directors was elected to serve as a director until the Company's 2019 Annual Meeting of Stockholders, or until his or her successor is duly elected and qualified. The voting results for each director nominee were as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|------------|---------|------------------|
| E. Spencer Abraham | 79,819,350 | 20,286,940 | 430,181 | 48,367,765 |
| James J. Bender | 97,389,448 | 2,349,303 | 797,720 | 48,367,765 |
| Stephen G. Kasnet | 97,816,781 | 2,290,480 | 429,210 | 48,367,765 |
| Lisa A Pollina | 98,902,805 | 1,205,873 | 427,793 | 48,367,765 |
| William Roth | 96,274,820 | 3,851,244 | 410,407 | 48,367,765 |
| W. Reid Sanders | 98,904,012 | 1,200,428 | 432,031 | 48,367,765 |
| Thomas E. Siering | 98,896,871 | 1,214,928 | 424,672 | 48,367,765 |
| Brian C. Taylor | 96,669,637 | 3,433,694 | 433,140 | 48,367,765 |
| Hope W. Woodhouse | 98,982,412 | 1,137,629 | 416,430 | 48,367,765 |

Proposal 2 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:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 94,380,298 | 4,242,027 | 1,914,146 | 48,367,765 |

Proposal 3 Ratification of Selection of Independent Registered Public Accounting Firm

Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The proposal received the following final voting results:

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| For | Against | Abstain |
|-------------|----------------|----------------|
| 146,950,682 | 1,277,911 | 675,643 |

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.

Date: May 21, 2018

TWO HARBORS INVESTMENT CORP.

By: */s/ Rebecca B. Sandberg*
Rebecca B. Sandberg
Secretary and General Counsel