

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): June 14, 2010

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

Two Harbors Investment Corp. (“Two Harbors”) held its 2010 Annual Meeting of Stockholders on June 14, 2010, for the purpose of electing seven directors and ratifying the appointment of Ernst & Young LLP as its independent registered public accountants. For more information on the proposals described below, refer to the company’s proxy statement dated April 30, 2010. As of the record date, there were a total of 13,379,209 shares of common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 12,554,150 shares of common stock, or approximately 93%, were represented in person or by proxy, therefore a quorum was present.

**Proposal 1 — Election of Directors**

The seven nominees proposed by the Board of Directors were elected to serve as a director until our Annual Meeting of Stockholders to be held in 2011 and 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 Non-Votes</b>
Mark D. Ein	10,741,082	13,061	1,799,987
William W. Johnson	10,738,545	15,598	1,799,987
Stephen G. Kasnet	10,741,182	12,961	1,799,987
Peter Niculescu	10,738,545	15,598	1,799,987
W. Reid Sanders	10,741,182	12,961	1,799,987
Thomas Siering	10,663,552	90,591	1,799,987
Brian C. Taylor	10,663,552	90,591	1,799,987

**Proposal 2 — Ratification of Selection of Independent Auditors**

Stockholders ratified the appointment of Ernst & Young LLP as Two Harbors’ independent registered public accountants for the year ending December 31, 2010. The proposal received the following final voting results: 12,548,677 for, 1 against, and 5,452 abstentions.

**Item 7.01 Regulation FD Disclosure.**

On June 15, 2010, we announced the results of our 2010 Annual Meeting of Stockholders held on June 14, 2010. 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 June 15, 2010, issued by Two Harbors Investment Corp. announcing the final voting results of Two Harbors’ 2010 Annual Meeting of Stockholders.

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**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: June 15, 2010



## **Two Harbors Investment Corp. Announces Results of 2010 Annual Meeting of Stockholders**

**NEW YORK, June 15, 2010** – Two Harbors Investment Corp. (“Two Harbors”) (NYSE Amex: TWO; TWO.WS) announced the results of its 2010 Annual Meeting of Stockholders held on Monday, June 14, 2010. Stockholders of record at the close of business on April 19, 2010, were entitled to notice of and to vote at the Annual Meeting.

The following items were presented for stockholder approval:

- The election of seven directors to serve until our Annual Meeting of Stockholders to be held in 2011 and until his successor is duly elected and qualified; and
- The ratification of the appointment of Ernst & Young LLP the Company's independent registered public accountants for the year ending December 31, 2010.

Stockholders elected each of the seven directors by a vote percentage of approximately 80% and approved the ratification of Ernst & Young. The final voting results for each proposal will be filed today with the Securities and Exchange Commission on a Current Report on Form 8-K and will be available for viewing on the Company's website at [www.twoharborsinvestment.com](http://www.twoharborsinvestment.com).

### **Two Harbors Investment Corp.**

Two Harbors Investment Corp., a Maryland corporation, is a real estate investment trust that focuses on investing in residential mortgage-backed securities. Additional information is available at [www.twoharborsinvestment.com](http://www.twoharborsinvestment.com).

### **Additional Information**

Stockholders and warrant holders of Two Harbors, and other interested persons, may find additional information regarding the company at the Securities and Exchange Commission's Internet site at [www.sec.gov](http://www.sec.gov) or by directing requests to: Two Harbors Investment Corp., 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305, telephone 612-238-3300.

### **Contact**

Investors: Anh Huynh, Investor Relations, Two Harbors Investment Corp., 212-364-3221.

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