SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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X Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

HANSON ALECIA

(Last) (First) (Middle)

TWO HARBORS INVESTMENT CORP.

1601 UTICA AVENUE SOUTH, SUITE 900

(Street)

ST. LOUIS PARK MN 55416

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

TWO HARBORS INVESTMENT CORP. [TWO]

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

08/25/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director | 10% Owner

X Officer (give title below) | Other (specify below)

Chief Administrative Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value $0.01 per share	08/25/2026		A		65,204[(1)]	A	$0.00	143,171[(3)]	D	
Common stock, par value $0.01 per share	08/25/2026		D		143,171[(2)(4)]	D	$12[(2)]	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares of common stock deemed received by the reporting person in connection with the vesting of performance share units (each, a "TWO PSU") previously granted to the reporting person under the Two Harbors Investment Corp. 2021 Equity Incentive Plan.

2. Pursuant to the Agreement and Plan of Merger (as amended, the "CCM Merger Agreement"), dated March 27, 2026, by and among Two Harbors Investment Corp. ("TWO"), CrossCountry Intermediate Holdco, LLC ("CCM") and CrossCountry Merger Corp., a wholly owned subsidiary of CCM ("Merger Sub"), Merger Sub merged with and into TWO, with TWO surviving the merger as a wholly owned subsidiary of CCM (the "CCM Merger"). At the effective time of the CCM Merger (the "Effective Time"), each share of TWO's common stock ("TWO Common Stock") that was issued and outstanding immediately prior to the Effective Time was automatically cancelled and converted into the right to receive $12.00 in cash (the "CCM Merger Consideration").

3. Includes TWO restricted stock units ("TWO RSUs") described in footnote 4 below.

4. Pursuant to the CCM Merger Agreement, at the Effective Time, (i) each TWO RSU that was outstanding as of immediately prior to the Effective Time, whether vested or unvested, was automatically cancelled and converted into the right to receive the CCM Merger Consideration with respect to each share of TWO Common Stock and (ii) each TWO PSU that was outstanding as of immediately prior to the Effective Time was automatically canceled and converted into the right to receive the Merger Consideration with respect to each share of TWO Common Stock subject to such TWO PSU immediately prior to the Effective Time that is earned and vested assuming achievement of the applicable performance criteria at the greater of (x) target performance and (y) actual performance determined by the TWO board of directors as if the closing date contemplated by the Merger Agreement occurs was the last day of the applicable performance period.

/s/ Alecia Hanson | 08/25/2026

** Signature of Reporting Person | Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.