

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 14, 2025

**Two Harbors Investment Corp.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation or organization)  
**1601 Utica Avenue South, Suite 900**  
(Address of Principal Executive Offices)

**001-34506**  
(Commission File Number)  
**St. Louis Park, MN**

**27-0312904**  
(I.R.S. Employer Identification No.)  
**55416**  
(Zip Code)

**(612) 453-4100**  
Registrant's telephone number, including area code

**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))

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Exchange on Which Registered:
Common Stock, par value \$0.01 per share	TWO	New York Stock Exchange
8.125% Series A Cumulative Redeemable Preferred Stock	TWO PRA	New York Stock Exchange
7.625% Series B Cumulative Redeemable Preferred Stock	TWO PRB	New York Stock Exchange
7.25% Series C Cumulative Redeemable Preferred Stock	TWO PRC	New York Stock Exchange
9.375% Senior Notes Due 2030	TWOD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

On May 14, 2025, Two Harbors Investment Corp. (the “Company”) held its Annual Meeting of Stockholders for the purpose of: (i) electing eight directors to serve on the Company’s board of directors until the 2026 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, 2025.

**Proposal 1 - Election of Directors**

Each of the eight director nominees proposed by the Company’s board of directors was elected to serve as a director until the Company’s 2026 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	60,920,592	2,179,357	240,192	18,537,902
James J. Bender	56,846,027	6,275,846	218,268	18,537,902
Sanjiv Das	61,559,618	1,449,205	331,318	18,537,902
William Greenberg	62,050,938	1,058,727	230,476	18,537,902
Karen Hammond	62,417,446	697,202	225,493	18,537,902
Stephen G. Kasnet	61,320,801	1,772,029	247,311	18,537,902
James A. Stern	62,378,219	683,027	278,895	18,537,902
Hope W. Woodhouse	61,187,190	1,873,023	279,928	18,537,902

**Proposal 2 - Advisory Vote Relating to Executive Compensation**

Stockholders approved the advisory resolution on the Company’s executive compensation. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
60,761,479	2,154,569	424,093	18,537,902

**Proposal 3 - Ratification of Appointment 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, 2025. The voting results were as follows:

For	Against	Abstain
80,620,571	765,087	492,385

## 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/ REBECCA B. SANDBERG  
Rebecca B. Sandberg  
Chief Legal Officer and Secretary

Date: May 15, 2025