

TWO HARBORS INVESTMENT CORP.
Form DEF 14A
March 31, 2016
[Table of Contents](#)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Two Harbors Investment Corp.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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-

Table of Contents

NOTICE OF 2016 ANNUAL MEETING AND PROXY STATEMENT

March 31, 2016 | NYSE: TWO

March 31, 2016

Dear Fellow Stockholders:

On behalf of the Board of Directors of Two Harbors Investment Corp., it is my pleasure to invite you to the 2016 Annual Meeting of Stockholders, which will be held at LaPlaya Beach & Golf Resort, 9891 Gulf Shore Drive, Naples, Florida 34108, on Thursday, May 19, 2016, at 9:00 a.m. Eastern Daylight Time.

We appreciate your support and the confidence demonstrated by your investment in Two Harbors. 2015 was a significant year with respect to the continued operational growth of our business. We achieved many key milestones relating to our mortgage loan conduit, mortgage servicing rights and commercial real estate initiatives, including significantly reallocating capital to these three asset classes. In 2016, we remain committed to minimizing volatility while taking advantage of the attractive investment opportunities that are currently available.

It is important that your shares be represented at our Annual Meeting, regardless of the number of shares you hold and whether or not you plan to attend the meeting in person. Accordingly, we encourage you to authorize your vote as soon as possible by following the instructions contained in the Notice of Internet Availability of Proxy Materials you receive for our Annual Meeting.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe the business to be conducted at the Annual Meeting and details regarding admission to the Annual Meeting. Consistent with prior years, we will be using the Notice and Access method of furnishing proxy materials to you over the Internet. We believe that this process will provide you with a convenient and quick way to access our proxy materials and vote your shares, while allowing us to reduce the environmental impact of our Annual Meeting and the costs of printing and distributing the proxy materials. On or about March 31, 2016, we will

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begin mailing a Notice of Internet Availability of Proxy Materials, which contains information regarding access to our proxy materials and voting information.

We look forward to speaking with you at our Annual Meeting in May. As always, please let us know if you have any questions.

Sincerely,

Thomas E. Siering

President and Chief Executive Officer

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

- Date:** Thursday, May 19, 2016
- Time:** 9:00 a.m. Eastern Daylight Time
- Location:** LaPlaya Beach & Golf Resort, 9891 Gulf Shore Drive, Naples, Florida 34108
- Agenda:**
- (1) To elect as directors the nine nominees named in the accompanying proxy statement, each to serve until our next annual meeting of stockholders and until his or her successor is elected and qualified;
 - (2) To hold an advisory vote relating to the compensation of our executive officers;
 - (3) To ratify the appointment of Ernst & Young LLP to serve as our independent registered public accounting firm for our fiscal year ending December 31, 2016; and
 - (4) To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.
- Record Date:** You may vote at the Annual Meeting if you were a stockholder of record as of the close of business on March 24, 2016.
- Proxy Materials:** On or about March 31, 2016, we expect to begin mailing a Notice of Internet Availability of Proxy Materials, which contains information regarding access to our proxy materials and voting information. Our Proxy Statement and 2015 Annual Report are available at www.proxyvote.com. Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote your shares by proxy to ensure they are represented at the Annual Meeting.
- Admission Policy:** Only stockholders who own shares of our common stock as of the record date may attend the Annual Meeting. We encourage you to register to attend in advance of the Annual Meeting by contacting our Investor Relations department by phone at (612) 629-2500 or by email at investors@twoharborsinvestment.com. Attendance at the Annual Meeting will be limited to stockholders presenting valid government-issued photo identification and proof of stock ownership as of the record date. See the section of the Proxy Statement titled *How can I attend the Annual Meeting* for further information.

BY ORDER OF THE BOARD OF DIRECTORS,

Rebecca B. Sandberg

General Counsel and Secretary

March 31, 2016

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

THE 2016 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 19, 2016:

Our Proxy Statement and 2015 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, are available at www.proxyvote.com.

Table of Contents

TABLE OF CONTENTS

<u>GENERAL INFORMATION ABOUT THE 2016 ANNUAL MEETING AND VOTING</u>	1
<u>What is the purpose of the Annual Meeting?</u>	1
<u>Are there any matters to be voted on at the Annual Meeting that are not included in this Proxy Statement?</u>	2
<u>Who is entitled to vote at the Annual Meeting?</u>	2
<u>What are my voting rights?</u>	2
<u>How many shares must be present to hold the Annual Meeting?</u>	2
<u>What is a proxy?</u>	2
<u>What is a proxy statement?</u>	2
<u>Why did I receive a Notice of Availability instead of a full set of proxy materials?</u>	3
<u>Why did I receive more than one Notice of Availability or printed set of proxy materials?</u>	3
<u>How can I obtain a paper copy or an electronic copy of the proxy materials?</u>	3
<u>What is the difference between a stockholder of record and a beneficial owner?</u>	3
<u>How can I vote prior to the Annual Meeting?</u>	4
<u>Can I vote my shares in person at the Annual Meeting?</u>	5
<u>How does the Board recommend that I vote my shares, and what vote is required for approval of each Proposal at the Annual Meeting?</u>	5
<u>If I submit my proxy, how will my shares be voted?</u>	6
<u>What is an abstention or a broker non-vote?</u>	6
<u>Can I change my vote after submitting my proxy?</u>	6
<u>Who will count the votes?</u>	7
<u>How can I attend the Annual Meeting?</u>	7
<u>What is householding?</u>	8
<u>Who pays for the cost of proxy preparation and solicitation?</u>	8
<u>Who can help answer my questions?</u>	8
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	9
<u>Board Composition</u>	9
<u>Director Nominations</u>	9
<u>Director Nominees</u>	9

<u>CORPORATE GOVERNANCE AND BOARD OF DIRECTORS</u>	16
<u>Code of Business Conduct and Ethics</u>	16
<u>Director Independence</u>	16
<u>Board Leadership Structure</u>	17

Table of Contents

<u>Board Committees</u>	17
<u>Role of Our Board of Directors in Risk Oversight</u>	20
<u>Board Meetings</u>	20
<u>Director Nomination Process</u>	21
<u>Majority Voting for Directors and Director Resignation Policy</u>	21
<u>Communications with our Board of Directors</u>	22
<u>Director Compensation</u>	22
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	25
<u>Compensation Committee Interlocks and Insider Participation</u>	25
<u>Transactions with Related Persons</u>	25
<u>Related Person Transaction Policies</u>	26
<u>STOCK OWNERSHIP</u>	27
<u>Director Stock Ownership Guidelines</u>	27
<u>Beneficial Ownership of Directors, Director Nominees and Named Executive Officers</u>	27
<u>Beneficial Owners of More than Five Percent of Our Common Stock</u>	28
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	28
<u>EXECUTIVE OFFICERS</u>	29
<u>Executive Compensation Overview</u>	30
<u>Compensation Discussion and Analysis</u>	30
<u>Employment Agreements</u>	36
<u>Pension Benefits or Nonqualified Deferred Compensation</u>	36
<u>Summary Compensation Table</u>	36
<u>Grants of Plan-Based Awards</u>	37
<u>Outstanding Equity Awards at Fiscal Year End</u>	38
<u>Stock Vested in 2015</u>	39
<u>Potential Payments upon Termination or Change in Control</u>	39
<u>COMPENSATION COMMITTEE REPORT</u>	40
<u>PROPOSAL 2: ADVISORY VOTE RELATING TO EXECUTIVE COMPENSATION</u>	40
<u>AUDIT COMMITTEE REPORT AND AUDITOR FEES</u>	41
<u>Audit Committee Report</u>	41

<u>Use of Audit Committee Report</u>	42
<u>Auditor Fees</u>	42
<u>Auditor Services Pre-Approval Policy</u>	43
<u>OTHER MATTERS</u>	44
<u>Meeting Matters</u>	44

Table of Contents

<u>Stockholder Proposals and Director Nominations for 2017 Annual Meeting</u>	44
<u>Annual Report</u>	44

Table of Contents

590 Madison Avenue, 36th Floor

New York, New York 10022

PROXY STATEMENT

2016 ANNUAL MEETING OF STOCKHOLDERS

Thursday, May 19, 2016

9:00 a.m. Eastern Daylight Time

The Board of Directors of Two Harbors Investment Corp., a Maryland corporation, is using this proxy statement to solicit your proxy for use at our Annual Meeting of Stockholders to be held on Thursday, May 19, 2016, at 9:00 a.m. Eastern Daylight Time, and any adjournment or postponement of the meeting (the Annual Meeting). Please note that references in this proxy statement to Two Harbors, company, we, us, our and similar terms refer to Two Harbors Investment Corp.

GENERAL INFORMATION ABOUT THE 2016 ANNUAL MEETING AND VOTING

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 19, 2016

This proxy statement and our 2015 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, are available at www.proxyvote.com.

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (SEC) we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (Notice of Availability) to our stockholders of record as of the close of business on March 24, 2016. All stockholders will be able to access our proxy materials on the website referred to in the Notice of Availability (www.proxyvote.com) or request to receive a printed set of our proxy materials. Instructions on how to access our proxy materials over the Internet or request a printed copy of our proxy materials may be found in the Notice of Availability.

We anticipate that the Notice of Availability will be mailed to shareholders beginning on or about March 31, 2016.

What is the purpose of the Annual Meeting?

The purpose of the Annual Meeting is to vote on the following matters:

- (1) To elect as directors the nine individuals named in this proxy statement, each to serve until our next annual meeting of stockholders and until his or her successor is elected and qualified;
 - (2) To hold an advisory vote relating to the compensation of our executive officers;
 - (3) To approve the ratification of the appointment of Ernst & Young LLP to serve as our independent registered public accounting firm for our fiscal year ending December 31, 2016; and
 - (4) To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.
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