

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)		
TWO HARBORS INVESTMENT CORP.			27-0312904		
3 Name of contact for additional information		4 Telephone No. of contact	5 Email address of contact		
TWO HARBORS INVESTOR RELATIONS		(212) 364-3663	INVESTORS@TWOHARBORSINVESTMENT.COM		
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and Zip code of contact		
590 MADISON AVENUE, 36TH FLOOR			NEW YORK, NY, 10022		
8 Date of action		9 Classification and description			
11/01/2017		1 FOR 2 REVERSE STOCK SPLIT OF COMMON STOCK			
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)		
90187B101	N/A	TWO (NYSE)	N/A		

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **SEE ATTACHED.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE ATTACHED.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **SEE ATTACHED.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **SEE ATTACHED.**

Blank lined area for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ **SEE ATTACHED.**

Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **SEE ATTACHED.**

Blank lined area for providing other information necessary for the adjustment.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ <u>Brad Farrell</u>	Date ▶ <u>1/19/18</u>		
Paid Preparer Use Only	Print your name ▶ BRAD FARRELL	Preparer's signature	Title ▶ CHIEF FINANCIAL OFFICER	
	Firm's name ▶		Check <input type="checkbox"/> if self-employed	PTIN
	Firm's address ▶		Firm's EIN ▶	
			Phone no.	

**Two Harbors Investment Corp.
One for Two Reverse Stock Split of Common Stock**

Attachment to Form 8937

CONSULT YOUR TAX ADVISOR

THE FOLLOWING DISCUSSION IS A SUMMARY OF MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT UNDER CURRENT LAW AND IS FOR GENERAL INFORMATION ONLY. THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE AND DOES NOT PURPORT TO BE COMPLETE OR TO DESCRIBE THE CONSEQUENCES THAT MAY APPLY TO PARTICULAR CATEGORIES OF SHAREHOLDERS.

SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISOR WITH RESPECT TO THE U.S. FEDERAL, STATE AND LOCAL AND FOREIGN TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT.

Part II – Organizational Action

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On November 01, 2017, Two Harbors Investment Corp. effected a 1 for 2 reverse stock split for its outstanding shares of common stock. Pursuant to the reverse stock split, every two (2) shares of issued and outstanding common stock automatically converted into one (1) share of common stock. A shareholder who would have otherwise been entitled to a fractional share as a result of the stock split received cash in lieu thereof was deemed for federal income tax purposes to have received and then immediately sold such fractional share for cash.

Line 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

Upon the effective date of the reverse stock split, every two shares of common stock of Two Harbors Investment Corp. automatically converted to one share of common stock. As a result, shareholders must allocate the aggregate tax basis in their shares held immediately prior to the reverse stock split among the shares held immediately after the reverse stock split (including any fractional shares for which cash was received). Shareholders that have acquired different blocks of common stock at different times or at different prices are urged to consult their own tax advisors regarding the allocation of their aggregated adjusted basis among, and the holding period of, that common stock.

Line 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

See answer to item 15. While the basis "per share" is impacted, the basis of the shareholder's total investment remains unchanged. Shareholders with blocks of pre-split common stock not divisible by 2 which reflect pre-split common stock acquired at different times or different prices must replicate such blocks of pre-split common stock in the post-split common stock received pursuant to a formula provided in Treasury regulations that seeks to preserve, to the greatest extent possible, the basis of a particular block of pre-split common stock in one of more post-split common stock shares received in exchange therefor. This may require the aggregate basis in one block of pre-split common stock to be allocated to post-split common stock in a manner where some post-split common stock blocks may have split basis and holding period segments. Because no fractional shares were issued, the aggregate tax basis of Two Harbors Investment Corp. common stock held by a shareholder immediately after the reverse stock split could be less than the pre-split aggregate tax basis by an amount equal to the aggregate tax basis allocated to the fractional shares, if any.

Line 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The applicable IRC Sections upon which the tax treatment is based are Sections 354, 358, 368, 1001, and 1012.

Line 18: Can any resulting loss be recognized?

The one for two reverse stock split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Therefore, except as described below with respect to cash received in lieu of a fractional share, a shareholder will not recognize any gain or loss for U.S. federal income tax purposes upon the combination of pre-reverse stock split shares into post-reverse stock split shares pursuant to the reverse stock split.

In general, a shareholder who receives a cash payment in lieu of a fractional share will recognize capital gain or loss equal to the difference between the amount of cash received in lieu of the fractional share and the portion of the holder's tax basis of the pre-reverse stock split shares that is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the shareholder's holding period in its pre-reverse stock split shares is more than one year as of the reverse stock split date. The deductibility of net capital losses by individuals and corporations is subject to limitations.

Line 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The reportable tax year in which the reverse stock split occurred is 2017.