

TAYLOR BRIAN
Form 3
October 28, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TAYLOR BRIAN		(Month/Day/Year)	Two Harbors Investment Corp. [TWO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/28/2009		
601 CARLSON PARKWAY,Â SUITE 330			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
MINNETONKA,Â MNÂ 55305			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.01 per share	723,176	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants	10/28/2009	11/07/2013	Common Stock	2,906,918	\$ 11	I	See Footnote <u>(1)</u>
Forward sale contract (obligation to sell)	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	723,176	\$ 9.87	I	See Footnote <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR BRIAN 601 CARLSON PARKWAY SUITE 330 MINNETONKA, MN 55305	Â X	Â X	Â	Â
Pine River Capital Management LLC 601 CARLSON PARKWAY SUITE 330 MINNETONKA, MN 55305	Â	Â X	Â	Â
Pine River Capital Management L.P. 601 CARLSON PARKWAY SUITE 330 MINNETONKA, MN 55305	Â	Â X	Â	Â
Nisswa Acquisition Master Fund Ltd. 601 CARLSON PARKWAY SUITE 330 MINNETONKA, MN 55305	Â	Â X	Â	Â

Signatures

/s/ Brian Taylor	10/27/2009
**Signature of Reporting Person	Date
/s/ Pine River Capital Management LLC, by Brian Taylor	10/27/2009
**Signature of Reporting Person	Date
/s/ Pine River Capital Management L.P., by Brian Taylor	10/27/2009
**Signature of Reporting Person	Date
/s/ Nisswa Acquisition Master Fund Ltd., by Brian Taylor	10/27/2009
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The securities are owned directly by Nisswa Acquisition Master Fund Ltd (the "Fund"), of which Pine River Capital Management L.P (the "Partnership") is the Investment Manager. Mr. Taylor is the sole member of Pine River Capital Management LLC (the "LLC"), an entity which is the general partner of the Partnership. Mr. Taylor, the Partnership and the LLC disclaim beneficial ownership of any of the securities owned by the Fund other than to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that Mr. Taylor, the Partnership or the LLC is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) On October 26, 2009, the Fund entered into a forward sale contract with Capitol Acquisition Corp. ("Capitol"), pursuant to which the Fund is obligated to deliver to Capitol 723,176 shares of Common Stock in exchange for a cash payment of \$7,137,747 (\$9.87 per share). The closing of the purchase and sale of the shares will occur on the date on which Capitol's trust account is liquidated after the merger between Capitol and Two Harbors Merger Corp., a wholly owned subsidiary of the issuer, is consummated. Capitol is obligated to use commercially reasonable efforts to cause the trust account to be liquidated on the date of the consummation of the merger, and in no event shall such liquidation occur more than one business day after the date of the consummation of the merger.

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

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