

AG Mortgage Investment Trust, Inc.  
Form 8-K  
September 24, 2012

**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): September 21, 2012 (September 20, 2012)

**AG Mortgage Investment Trust, Inc.**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-35151**  
(Commission  
File Number)

**27-5254382**  
(I.R.S. Employer  
Identification No.)

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245 Park Avenue, 26th floor

New York, New York 10167

(212) 692-2000

(Address, including zip code, and telephone number, including area code, of registrant s  
principal executive offices)

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))

**Item 3.03. Material Modification to Rights of Security Holders**

On September 21, 2012, AG Mortgage Investment Trust, Inc. (the Company) filed Articles Supplementary (the Articles Supplementary) with the Maryland State Department of Assessments and Taxation to designate 6,000,000 shares of the Company's authorized but unissued preferred stock, \$0.01 par value per share, as shares of Series B Cumulative Redeemable Preferred Stock, with the powers, designations, preferences and other rights as set forth therein (the Series B Preferred Stock). The Articles Supplementary became effective upon filing on September 21, 2012.

The Articles Supplementary provide that the Company will pay, when and if authorized by the Board of Directors of the Company, cumulative cash dividends at the rate of 8.00% of the \$25.00 liquidation preference (equivalent to \$2.00 per annum per share) on the Series B Preferred Stock, in arrears, on the 17<sup>th</sup> day of each March, June, September and December (provided that if any dividend payment date is not a business day, then the dividend which would otherwise have been payable on that dividend payment date may be paid on the next succeeding business day) from and including September 27, 2012, the expected date of original issuance.

The Series B Preferred Stock is not redeemable by the Company prior to September 27, 2017, except under circumstances intended to preserve the Company's qualification as a real estate investment trust (REIT) and except upon the occurrence of a Change of Control (as defined in the Articles Supplementary). On and after September 27, 2017, the Company may, at its option, redeem the Series B Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price equal to \$25.00 per share, plus any accumulated and unpaid dividends to, but not including, the date fixed for redemption.

In addition, upon the occurrence of a Change of Control, the Company may, at its option, redeem the Series B Preferred Stock, in whole or in part, within 120 days after the first date on which such Change of Control occurred, for cash at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends to, but not including, the date fixed for redemption.

The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless repurchased or redeemed by the Company or converted into the Company's common stock in connection with a Change of Control by the holders of Series B Preferred Stock.

Upon the occurrence of a Change of Control, each holder of Series B Preferred Stock will have the right (unless the Company has exercised its right to redeem the Series B Preferred Stock in whole or in part, as described above, prior to the Change of Control Conversion Date (as defined in the Articles Supplementary)) to convert some or all of the Series B Preferred Stock held by such holder on the Change of Control Conversion Date into a number of shares of the Company's common stock per share of Series B Preferred Stock determined by a formula, in each case, on the terms and subject to the conditions described in the Articles Supplementary, including provisions for the receipt, under specified circumstances, of alternative consideration.

There are restrictions on ownership of the Series B Preferred Stock intended to preserve the Company's qualification as a REIT. Except under limited circumstances, holders of the Series B Preferred Stock have no voting rights.

A copy of the Articles Supplementary and form of Series B Preferred Stock Certificate are filed as Exhibits 3.1 and 4.1, respectively, to this report, and the information in the Articles Supplementary is incorporated into this Item 3.03 by reference. The description of the terms of the Articles Supplementary in this Item 3.03 is qualified in its entirety by reference to Exhibit 3.1.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The information set forth above under Item 3.03 of this report is hereby incorporated by reference into this Item 5.03.

**Item 8.01. Other Events.**

On September 20, 2012, the Company entered into an Underwriting Agreement (the "Underwriting Agreement") with Stifel, Nicolaus & Company, Incorporated, RBC Capital Markets, LLC, Barclays Capital Inc. and Deutsche Bank Securities Inc. as the representatives of the several underwriters named on Schedule I to the Underwriting Agreement (the "Underwriters"), relating to the issuance and sale of 4,000,000 shares of Series B Preferred Stock, at a public offering price of \$25.00 per share, equal to the liquidation preference. Pursuant to the Underwriting Agreement, the Company granted the Underwriters an option for 30 days to purchase up to 600,000 additional shares of Series B Preferred Stock on the same terms and conditions. The closing of the offering, which is subject to customary closing conditions, is expected to occur on September 27, 2012.

The shares of Series B Preferred Stock will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-182671), which was declared effective by the Securities and Exchange Commission on July 20, 2012.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated herein by reference. The description of the Underwriting Agreement contained herein is qualified in its entirety by the full text of such exhibit.

In connection with the filing of the Underwriting Agreement, the Company is filing as Exhibits 5.1 and 8.1 hereto opinions of its counsel, Saul Ewing LLP and Hunton & Williams LLP.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 20, 2012, by and among AG Mortgage Investment Trust, Inc., AG REIT Management, LLC, Stifel, Nicolaus & Company, Incorporated, RBC Capital Markets, LLC, Barclays Capital Inc. and Deutsche Bank Securities Inc.
3.1	Articles Supplementary of 8.00% Series B Cumulative Redeemable Preferred Stock
4.1	Specimen 8.00% Series B Cumulative Redeemable Preferred Stock Certificate
5.1	Opinion of Saul Ewing LLP with respect to the legality of the shares
8.1	Opinion of Hunton & Williams LLP with respect to tax matters
23.1	Consent of Saul Ewing LLP (included in Exhibit 5.1)
23.2	Consent of Hunton & Williams LLP (included in Exhibit 8.1)

**SIGNATURE**

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.

AG MORTGAGE INVESTMENT TRUST, INC.

Date: September 21, 2012

By: /s/ Allan Krinsman  
Allan Krinsman  
General Counsel and Assistant Secretary

**INDEX TO EHXIBITS**

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