

IMPAC MORTGAGE HOLDINGS INC
Form 4
January 27, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
PICKUP RICHARD H/

2. Issuer Name and Ticker or Trading Symbol
IMPAC MORTGAGE HOLDINGS INC [IMH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2532 DUPONT DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

IRVINE, CA 92612
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/21/2014		P	15,091 A \$ 6.1	840,678 ⁽¹⁾	I	See footnote. ⁽¹⁾
Common Stock	01/21/2014		P	500 A \$ 6.099	841,178 ⁽¹⁾	I	See footnote. ⁽¹⁾
Common Stock	01/21/2014		P	100 A \$ 6.095	841,278 ⁽¹⁾	I	See footnote. ⁽¹⁾
Common Stock	01/21/2014		P	200 A \$ 6.09	841,478 ⁽¹⁾	I	See footnote.

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									(1)
Common Stock	01/21/2014	P	600	A	\$ 6.08	842,078	(1)	I	See footnote. (1)
Common Stock	01/21/2014	P	100	A	\$ 6.07	842,178	(1)	I	See footnote. (1)
Common Stock	01/21/2014	P	201	A	\$ 6.15	842,379	(1)	I	See footnote. (1)
Common Stock	01/22/2014	P	5,485	A	\$ 6.15	847,864	(1)	I	See footnote. (1)
Common Stock	01/23/2014	P	2,500	A	\$ 6.15	850,364	(1)	I	See footnote. (1)
Common Stock	01/23/2014	P	44	A	\$ 6.13	850,408	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	12,500	A	\$ 6.15	862,908	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	5,000	A	\$ 6.1477	867,908	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	1,640	A	\$ 6.142	869,548	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	2,500	A	\$ 6.1497	872,048	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	2,500	A	\$ 6.1493	874,548	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	860	A	\$ 6.1	875,408	(1)	I	See footnote. (1)
Common Stock	01/24/2014	P	694	A	\$ 6.1	876,102	(1)	I	See footnote. (1)
Common Stock						100,000		D	
Common Stock						120,000		I	

Common Stock						See footnote. (2)
Common Stock	182,902	I				See footnote. (3)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Convertible Promissory Note Due 2018	\$ 10.875					04/30/2013 ⁽⁴⁾	04/30/2018	Common Stock	524,138 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICKUP RICHARD H/ 2532 DUPONT DRIVE IRVINE, CA 92612		X		

Signatures

/s/ Richard H. Pickup 01/27/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 shares of common stock were sold by RHP Trust, dated May 31, 2011 (the "Trust"), of which Reporting Person is the sole beneficiary, over which shares Reporting Person exercises sole voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by the Trust upon execution of this sale transaction.
- (2) The shares of common stock are held by Dito Caree LP, over which Reporting Person shares voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by Dito Caree LP as of January 24, 2013.
- (3) The shares of common stock were purchased by Dito Devcar LP, over which Reporting Person shares voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by Dito Devcar LP as of January 24, 2013.
- (4) As previously reported on a Form 4 filed by Reporting Person on May 2, 2013, on April 30, 2013, the Trust purchased a convertible promissory note in the original principal amount of \$5,700,000 that is convertible by the Trust immediately upon receipt and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$10.875 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), the Trust will receive 524,138 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The convertible promissory note is due and payable, to the extent not converted, on or before April 30, 2018.
- (5) The derivative securities were purchased by the Trust, of which Reporting Person is the sole beneficiary, over which securities Reporting Person exercises sole voting and investment power, and the number of derivative securities reflected in column 9 represents the original principal balance of the convertible promissory note acquired directly by the Trust.
- (6) As of January 24, 2013, Reporting Person may be deemed to beneficially own an aggregate of 1,803,142 shares of the common stock, consisting of (a) 100,000 shares owned directly, and (b) an aggregate of 1,703,142 shares owned indirectly, consisting of (i) 876,102 shares owned directly by the Trust, (ii) 524,138 shares that the Trust may acquire at any time upon conversion (at the initial conversion price of \$10.875 per share) of the outstanding principal balance of a convertible promissory note owned directly by the Trust, (iii) 182,902 shares owned directly by Dito Devcar LP (over which shares Reporting Person shares voting and investment power), and (iv) 120,000 shares owned directly by Dito Caree LP (over which shares Reporting Person shares voting and investment power).

Remarks:

This is a late filing with respect to the transactions reported in Table I dated January 21, 2014 and January 22, 2014; pursuant to

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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