

Two Harbors Investment Corp.
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 3)

TWO HARBORS INVESTMENT CORP.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

90187B101

(CUSIP Number)

DECEMBER 31, 2011

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

CUSIP No.

90187B101

SCHEDULE 13G

Page

2
of
17

1 NAMES OF REPORTING PERSONS Integrated Core Strategies (US) LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5 SOLE VOTING POWER -0-
6 SHARED VOTING POWER 500,000
7 SOLE DISPOSITIVE POWER -0-
8 SHARED DISPOSITIVE POWER 500,000
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 500,000
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12TYPE OF REPORTING PERSON

OO

CUSIP No.

90187B101

SCHEDULE 13G

Page

3
of
17

1 NAMES OF REPORTING PERSONS Integrated Assets II LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 132,937	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 132,937	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 132,937	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%	

12TYPE OF REPORTING PERSON

00

CUSIP No.

90187B101

SCHEDULE 13G

Page

4
of
17

1 NAMES OF REPORTING PERSONS Millenco LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER -0-	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER -0-	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	

12TYPE OF REPORTING PERSON

OO, BD

CUSIP No.

90187B101

SCHEDULE 13G

Page

5
of
17

1 NAMES OF REPORTING PERSONS ICS Opportunities, Ltd.	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 295,261	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 295,261	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 295,261	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	

12TYPE OF REPORTING PERSON

CO

CUSIP No.

90187B101

SCHEDULE 13G

Page

6
of
17

1 NAMES OF REPORTING PERSONS Cognizant Holdings, Ltd.	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 290,712	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 290,712	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 290,712	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	

12TYPE OF REPORTING PERSON

CO

CUSIP No.

90187B101

SCHEDULE 13G

Page

7
of
17

1 NAMES OF REPORTING PERSONS Millennium International Management LP	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 585,973	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 585,973	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 585,973	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%	

12TYPE OF REPORTING PERSON

PN

CUSIP No.

90187B101

SCHEDULE 13G

Page

8
of
17

1 NAMES OF REPORTING PERSONS Millennium International Management GP LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 585,973	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 585,973	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 585,973	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%	

12TYPE OF REPORTING PERSON

00

CUSIP No.

90187B101

SCHEDULE 13G

Page

9
of
17

1 NAMES OF REPORTING PERSONS Millennium Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 1,218,910	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,218,910	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,218,910	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.7%	

12TYPE OF REPORTING PERSON

00

CUSIP No.

90187B101

SCHEDULE 13G

Page

10
of
17

1 NAMES OF REPORTING PERSONS Israel A. Englander	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States	
5 SOLE VOTING POWER -0-	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER 1,218,910	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,218,910	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,218,910	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	

Edgar Filing: Two Harbors Investment Corp. - Form SC 13G/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12

TYPE OF REPORTING PERSON

IN

CUSIP No.

90187B101

SCHEDULE 13G

Page

11
of
17

Item 1.

(a)Name of Issuer:

Two Harbors Investment Corp., a Maryland corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

601 Carlson Parkway, Suite 150
Minnetonka, Minnesota 55305

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Integrated Assets II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Edgar Filing: Two Harbors Investment Corp. - Form SC 13G/A

Millenco LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Cognizant Holdings, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
c/o Millennium International Management GP LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium International Management GP LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.01 per share ("Common Stock")

(e)CUSIP Number: 90187B101

CUSIP No.

90187B101

SCHEDULE 13G

Page

12

of

17

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
-

CUSIP No.

90187B101

SCHEDULE 13G

Page

13
of
17

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned

As of the close of business on February 10, 2012:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 500,000 shares of the Issuer's Common Stock;

ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 132,937 shares of the Issuer's Common Stock;

iii) ICS Opportunities, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("ICS Opportunities"), beneficially owned 295,261 shares of the Issuer's Common Stock; and

iv) Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), beneficially owned 290,712 shares of the Issuer's Common Stock.

As of the close of business on February 10, 2012, Millenco LLC, a Delaware limited liability company, no longer beneficially owned any shares of the Issuer's Common Stock.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities and Cognizant Holdings and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Cognizant Holdings.

Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management and may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Cognizant Holdings.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Management is also the general partner of the 100% shareholder of ICS Opportunities and Cognizant Holdings and may be deemed to have shared voting control and investment discretion over

Edgar Filing: Two Harbors Investment Corp. - Form SC 13G/A

securities owned by ICS Opportunities and Cognizant Holdings.

Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium International Management GP and Millennium Management. Consequently, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Integrated Assets II, ICS Opportunities and Cognizant Holdings.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Integrated Assets II, ICS Opportunities or Cognizant Holdings, as the case may be.

(b) Percent of Class:

As of the close of business on February 10, 2012, Millennium Management and Mr. Englander may be deemed to have beneficially owned 1,218,910 shares of the Issuer's Common Stock or 0.7% (see Item 4(a) above), which percentage was calculated based on 179,696,708 shares of Common Stock outstanding as of January 17, 2012, as per information contained in the Issuer's prospectus dated January 11, 2012 and the Issuer's Form 8-K dated January 17, 2012.

CUSIP No.

90187B101

SCHEDULE 13G

Page

14
of
17

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

1,218,910 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

1,218,910 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following p .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No.

90187B101

SCHEDULE 13G

Page

15

of

17

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 10, 2012, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, Millenco LLC, ICS Opportunities, Ltd., Cognizant Holdings, Ltd., Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

CUSIP No.

90187B101

SCHEDULE 13G

Page

16
of
17

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 10, 2012

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Co-President

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Co-President

MILLENCO LLC

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Executive Officer

Edgar Filing: Two Harbors Investment Corp. - Form SC 13G/A

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Co-President

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/David Nolan
Name: David Nolan
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Co-President

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander

CUSIP No.

90187B101

SCHEDULE 13G

Page

17
of
17

EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of Two Harbors Investment Corp., a Maryland corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 10, 2012

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Co-President

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Co-President

MILLESCO LLC

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Executive Officer

Edgar Filing: Two Harbors Investment Corp. - Form SC 13G/A

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Co-President

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/David Nolan
Name: David Nolan
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Co-President

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander