

Two Harbors Investment Corp.

Form SC 13G/A

March 19, 2010

---

UNITED STATES  
SECURITIES & 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)

Warrants  
(Title of Class of Securities)

90187B101  
(CUSIP Number)

Alexander H. McMillan, Esq.  
c/o Loeb Partners Corporation  
61 Broadway, New York, N.Y. 10006 (212) 483-7069  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 18, 2010  
(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 disclosures provided in a prior cover page.

|  |   |
|--|---|
| CUSIP No.  | 90187B101   |
| 1. Name of Reporting Person  | Loeb Arbitrage Management LP  |
| I.R.S. Identification No. of Above Person                            |   |
| 2. Check the Appropriate Box if a Member of a Group                  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3. SEC Use Only  |   |
| 4. Citizenship or Place of Organization                              | Delaware  |
| Number of Shares 5. Sole Voting Power<br>Beneficially Owned          | -0-   |
| by Each Reporting 6. Shared Voting Power<br>Person With              | 36,241  |
| 7. Sole Dispositive Power  | -0-   |
| 8. Shared Dispositive Power  | 36,241  |
| 9. Aggregate Amount of Beneficially Owned by Each Reporting Person   | 36,241  |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/>  |
| 11. Percent of Class Represented by Amount in Row (9)                | 0.26%   |
| 12. Type of Reporting Person   | IA  |

---

|  |   |
|--|---|
| CUSIP No.  | 90187B101   |
| 1. Name of Reporting Person  | Loeb Arbitrage Fund   |
| I.R.S. Identification No. of Above Person                            |   |
| 2. Check the Appropriate Box if a Member of a Group                  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3. SEC Use Only  |   |
| 4. Citizenship or Place of Organization                              | New York  |
| Number of Shares 5. Sole Voting Power<br>Beneficially Owned          | 294,257   |
| by Each Reporting 6. Shared Voting Power<br>Person With              | -0-   |
| 7. Sole Dispositive Power  | 294,257   |
| 8. Shared Dispositive Power  | -0-   |
| 9. Aggregate Amount of Beneficially Owned by Each Reporting Person   | 294,257   |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/>  |
| 11. Percent of Class Represented by Amount in Row (9)                | 2.13%   |
| 12. Type of Reporting Person   | PN  |

---

|  |   |
|--|---|
| CUSIP No.  | 90187B101   |
| 1. Name of Reporting Person  | Loeb Arbitrage Offshore Partners,<br>Ltd.*                              |
| I.R.S. Identification No. of Above Person                            |   |
| 2. Check the Appropriate Box if a Member of a Group                  | (a) <input checked="" type="checkbox"/><br>(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   | 28,792  |
| 6. Shared Voting Power   | -0-   |
| 7. Sole Dispositive Power  | 28,792  |
| 8. Shared Dispositive Power  | -0-   |
| 9. Aggregate Amount of Beneficially Owned by Each Reporting Person   | 28,792  |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/>  |
| 11. Percent of Class Represented by Amount in Row (9)                | 0.21%   |
| 12. Type of Reporting Person   | CO  |

---

|  |   |
|--|---|
| CUSIP No.  | 90187B101   |
| 1. Name of Reporting Person  | Loeb Marathon Fund LP   |
| I.R.S. Identification No. of Above Person                            |   |
| 2. Check the Appropriate Box if a Member of a Group                  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3. SEC Use Only  |   |
| 4. Citizenship or Place of Organization                              | Delaware  |
| Number of Shares 5. Sole Voting Power<br>Beneficially Owned          | 63,882  |
| by Each Reporting 6. Shared Voting Power<br>Person With              | -0-   |
| 7. Sole Dispositive Power  | 63,882  |
| 8. Shared Dispositive Power  | -0-   |
| 9. Aggregate Amount of Beneficially Owned by Each Reporting Person   | 63,882  |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/>  |
| 11. Percent of Class Represented by Amount in Row (9)                | 0.46%   |
| 12. Type of Reporting Person   | PN  |

---

CUSIP No. 90187B101

1. Name of Reporting Person Loeb Marathon Offshore Partners, Ltd.\*

I.R.S. Identification No. of Above Person

2. Check the Appropriate Box if a Member of a Group (a)  (b)

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        | 25,269 |
|   | 6. Shared Voting Power      | -0-    |
|   | 7. Sole Dispositive Power   | 25,269 |
|   | 8. Shared Dispositive Power | -0-    |

9. Aggregate Amount of Beneficially Owned by Each Reporting Person 25,269

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 0.18%

12. Type of Reporting Person CO

\*On March 1, 2010, Loeb Offshore Fund, Ltd. and Loeb Marathon Offshore Fund, Ltd. were converted into a Master-Feeder structure. The position previously held by Loeb Offshore Fund, Ltd. is being reported herein as Loeb Arbitrage Offshore Partners, Ltd. The position previously held by Loeb Marathon Offshore Fund, Ltd. is being reported herein as Loeb Marathon Offshore Partners, Ltd.

\*\* Percentage of ownership based on 13,379,209 shares outstanding as reported in Two Harbors Investment Corp. 10-K filed March 4, 2010 and 448,441 Warrants reported herein.

Item 1(a). Name of Issuer

Two Harbors Investment Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

601 Carlson Parkway, Suite 330  
Minnetonka, MN 55305

Item 2(a). Name of Person(s) Filing

Loeb Arbitrage Management LP ("LAM")  
Loeb Arbitrage Fund ("LAF")  
Loeb Offshore Fund Ltd. ("LOF")  
Loeb Marathon Fund LP ("LMF")  
Loeb Marathon Offshore Fund, Ltd. ("LMOF")

Item 2(b). Address of Principal Business Office

All filing person(s) and associated investment advisors referenced herein are located at:  
61 Broadway, 24th Floor  
New York, NY 10006

Item 2(c). Citizenship or Place of Organization

LAM is a limited partnership organized under the laws of the State of Delaware.

LAF is a limited partnership organized under the laws of the State of New York

LOF is a Cayman Islands exempted company.

LMF is a limited partnership organized under the laws of the State of Delaware.

LMOF is a Cayman Islands exempted company.

Item 2(d). Title of Class of Securities

Warrants

Item 2(e). CUSIP Number:

90187B101



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

- (a)  A broker or dealer under Section 15 of the 1934 Act
- (b)  A bank as defined in Section 3(a)(6) of the 1934 Act
- (c)  An insurance company as defined in Section 3(a) (19) of the 1934 Act
- (d)  An investment company registered under Section 8 of the Investment Company Act of 1940
- (e)  An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i)  A church plan that is excluded from the definition of Investment Company under Section 3(c)(14) of the Investment Company Act of 1940
- (j)  A group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount Beneficially Owned:

See Item 9 of cover pages.

(b) Percent of Class:

See Item 11 of cover pages.

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

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition
- (iv) shared power to dispose or to direct the disposition

See Items 5-8 of cover pages.

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 .

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 or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

LAM is a registered investment adviser. LAM may invest on behalf of itself and clients for which it has investment discretion.

LAF's general partner is LAM.

LOF's registered investment advisor is Loeb Offshore Management LP ("LOM"), a Delaware limited partnership.

LMF's investment advisor is LAM.

LMOF's investment advisor is LOM.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOEB ARBITRAGE MANAGEMENT LP

Date: March 19, 2010

By: \_ /s/ Alexander H. McMillan  
Alexander H. McMillan  
Vice President

LOEB ARBITRAGE FUND

By: LOEB ARBITRAGE MANAGEMENT LP, G.P.

Date: March 19, 2010

By: \_ /s/ Alexander H. McMillan  
Alexander H. McMillan  
Vice President

LOEB ARBITRAGE OFFSHORE PARTNERS, LTD.

Date: March 19, 2010

By: \_ /s/ Alexander H. McMillan  
Alexander H. McMillan  
Vice President

LOEB MARATHON FUND LP

By: LOEB ARBITRAGE MANAGEMENT LP, G.P.

Date: March 19, 2010

By: \_ /s/ Alexander H. McMillan  
Alexander H. McMillan  
Vice President

LOEB MARATHON OFFSHORE PARTNERS, LTD.

Date: March 19, 2010

By: \_ /s/ Alexander H. McMillan  
Alexander H. McMillan  
Vice President

