

Cherry Hill Mortgage Investment Corp  
 Form 4  
 October 09, 2013

**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 \*  
 Citadel GP LLC

2. Issuer Name and Ticker or Trading Symbol  
 Cherry Hill Mortgage Investment Corp [CHMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/07/2013

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

131 S. DEARBORN STREET,  
 32ND FL,

(Street)

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

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

CHICAGO, IL 60603

(City) (State) (Zip)

**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	Price		
Common stock	10/08/2013		S		200,000	\$ 17.8	400,000	D (1) (5) (6)
Common stock							200,000	D (2) (5)
Common stock							11,700	D (3) (5)
Common stock	10/07/2013		P		5,800	\$ 18.41	8,855	D (4) (5) (7)
Common stock	10/07/2013		S		8,855	\$ 18.3	0	D (4) (5) (8)

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

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Citadel GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
CITADEL SECURITIES LLC C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
CALC III LP C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
GRIFFIN KENNETH C C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		

## Signatures

/s/ John C. Nagel  
10/09/2013

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) This security is owned by Surveyor Capital Ltd. ("Surveyor").
  - (2) This security is owned by Citadel Global Equities Master Fund Ltd. ("CG").
  - (3) This security is owned by a customer account that is managed by Citadel Advisors LLC ("CA"), a registered investment adviser.
  - (4) This security is owned by Citadel Securities LLC ("CS").
- CA is the portfolio manager for Surveyor and CG. Citadel Advisors Holdings LP ("CAH") is the sole member of CA. CALC III LP ("CALC3") is the non-member manager of CS. Citadel Investment Group II, L.L.C. (now known as Citadel GP LLC ("CGP")) is the general partner of CAH and CALC3. Kenneth Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP. Collectively, Surveyor, CG, CGP, CS, CALC3 and Mr. Griffin are referred to herein as the Reporting Persons.
- (5) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$17.80 - \$17.86. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (6) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$18.30 - \$18.55. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (7) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$18.26 - \$18.41. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (8)

### Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.