

AG Mortgage Investment Trust, Inc.

Form 4

July 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lieberman Jonathan

(Last) (First) (Middle)

C/O ANGELO, GORDON & CO.,
L.P., 245 PARK AVENUE, 26TH
FLOOR

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AG Mortgage Investment Trust, Inc.
[MITT]

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

06/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Stock	07/01/2016		M	(A) or (D) A	Price \$ 0 (2)	102,939 (3)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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. I De Sec (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	06/30/2016		A		500		(5)	(5)	Common Stock	500	\$
Restricted Stock Units	(2)	07/01/2016		M		8,714		(7)	(7)	Common Stock	8,714	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lieberman Jonathan C/O ANGELO, GORDON & CO., L.P. 245 PARK AVENUE, 26TH FLOOR NEW YORK, NY 10167	X President and CIO

Signatures

/s/ Raul E. Moreno, Attorney-in-Fact for Jonathan Lieberman

07/06/2016

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) On July 1, 2016, 8,714 restricted stock units vested in 8,714 shares of common stock of AG Mortgage Investment Trust, Inc. (the "Company").
- (2) Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. This transaction represents the settlement of vested restricted stock units in shares of common stock on their scheduled vesting date.
- (3) 15,000 shares of common stock are owned jointly with the reporting person's spouse.
- (4) Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. 50% of the restricted stock units were scheduled to vest on July 1, 2016 and the remaining 50% of the restricted stock units are scheduled
- (5) to vest on July 1, 2017, assuming Mr. Lieberman remains an employee of Angelo, Gordon & Co., L.P. ("Angelo, Gordon") through such date.
- (6) These restricted stock units were transferred by AG REIT Management, LLC, the Company's external manager (the "Manager"), to Mr. Lieberman for his service to the Manager.

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- The restricted stock units held by Mr. Lieberman as of June 30, 2016 vest equally (with deviations for rounding as required) on July 1, (7) 2016 and July 1, 2017. The restricted stock units scheduled to vest on July 1, 2017 are conditioned on Mr. Lieberman's continued employment with Angelo, Gordon on such date, as set forth in the applicable award agreement.

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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