

MANGIARACINA GEORGE A.
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MANGIARACINA GEORGE A.

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)
19500 JAMBOREE RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Chief Exec. & Dir.

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |
| Common Stock | 02/26/2019 | | A | (1) | 50,000 \$ 0 | D | |

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

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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 Underlying S (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|--|------------------|--------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 10 | | | | | 02/25/2016 ⁽²⁾ | | 02/25/2025 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.5 | | | | | 07/21/2016 ⁽²⁾ | | 07/21/2025 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.4 | | | | | 07/19/2017 ⁽³⁾ | | 07/19/2026 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.72 | | | | | 08/30/2018 ⁽⁴⁾ | | 08/30/2027 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.75 | 02/26/2019 | | A | 200,000 | 02/26/2020 ⁽⁵⁾ | | 02/26/2029 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANGIARACINA GEORGE A. 19500 JAMBOREE RD IRVINE, CA 92612 | X | | Chairman, Chief Exec. & Dir. | |

Signatures

George A.
Mangiaracina 02/28/2019

 **Signature of Reporting Date
Person

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).
 - Represents 50,000 shares of common stock underlying Restricted Stock Units (RSUs) granted under the 2010 Omnibus Plan so that each
 - (1) RSU represents a contingent right to receive one share of common stock. The RSUs vest 1/3 a year for 3 years beginning on February 26, 2020.
 - (2) These options are fully vested.

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- (3) The awards vest annually in 1/3 increments beginning on July 19, 2017.
- (4) The awards vest annually in 1/3 increments beginning on August 30, 2018.
- (5) The awards vest annually in 1/3 increments beginning on February 26, 2020.

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.