

IMPAC MORTGAGE HOLDINGS INC  
 Form 4  
 January 31, 2014

**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 \*  
**MORRISON RONALD**

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 ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/23/2013**

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

**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) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 10,529  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,363   | I  | 401K                              |

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Incentive Stock Option (right to buy)      | \$ 217.7   |                                      |  |                                |   | 06/22/2005   | 06/22/2014  | Common Stock |
| Non-Qualified Stock Option(right to buy)   | \$ 217.7   |                                      |  |                                |   | 06/22/2005   | 06/22/2014  | Common Stock |
| Non_Qualified Stock Option (right to buy)  | \$ 2.73  |                                      |  |                                |   | 12/03/2011 <sup>(1)</sup>                                | 12/03/2020  | Common Stock |
| Non_Qualified Stock Option (right to buy)  | \$ 13.81   |                                      |  |                                |   | 11/27/2013 <sup>(2)</sup>                                | 11/27/2022  | Common Stock |
| Non_Qualified Stock Option (right to buy)  | \$ 10.65   | 07/23/2013                           |  | A                              | 20,000  | 07/23/2014 <sup>(3)</sup>                                | 07/23/2023  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| MORRISON RONALD<br>19500 JAMBOREE ROAD<br>IRVINE, CA 92612 |               |           | General Counsel |       |

## Signatures

Ronald Morrison 01/31/2014

\*\*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) These options are fully vested.

(2) The awards vest equally annually in 1/2 increments beginning on November 27, 2013.

(3) The awards vest annually in 1/3 increments beginning on July 23, 2014.

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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