

Cherry Hill Mortgage Investment Corp  
 Form 4  
 June 11, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Lown Jay

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)  
 301 HARPER DRIVE, SUITE 110  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/10/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CIO

MOORESTOWN, NJ 08057

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

(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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3) | (Instr. 4) | (Instr. 5)       | (Instr. 6)      | (Instr. 7)   | (Instr. 8)                 | (Instr. 9) | (Instr. 10) |
|------------|------------------------------|------------------|------------|--|------------|------------|------------------|-----------------|--------------|----------------------------|------------|-------------|
|            |                              |                  | Code       | V  | (A)        | (D)        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |            |             |
| LTIP Units | (1)                          | 06/10/2014       | A          |  | 7,000      |            | (1)              | (1)             | Common Stock | 7,000                      | (1)        |             |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Lown Jay<br>301 HARPER DRIVE, SUITE 110<br>MOORESTOWN, NJ 08057 | X             |           | President and CIO |       |

## Signatures

/s/ Jeffrey Lown  
II  
06/11/2014  
Date

\*\*Signature of Reporting 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).
- (1) Represents units of limited partnership interests ("LTIP Units") in Cherry Hill Operating Partnership, L.P. (the "Operating Partnership") of which the Issuer is the general partner. Vested LTIP Units, upon achieving parity with the common units of limited partnership interest in the Operating Partnership pursuant to the terms of the partnership agreement, may be exchanged at any time for cash (as described in the partnership agreement) or, at the election of the Issuer, for shares of common stock on a one-for-one basis. The LTIP Units will vest ratably and become nonforfeitable, subject to the reporting person's continued service to the Issuer, the external manager, Cherry Hill Mortgage Management, LLC or its affiliate, on June 10, 2015, 2016 and 2017, and have no expiration date.

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.