AG Mortgage Investment Trust, Inc.

Form 4 July 02, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lieberman Jonathan

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

AG Mortgage Investment Trust, Inc.

(Check all applicable)

[MITT]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director 10% Owner X_ Officer (give title Other (specify

06/30/2015

(Month/Day/Year)

below) President and CIO

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

(First)

FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

NEW YORK, NY 10167

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Stock Units

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Restricted 06/30/2015 Code V (D) Price Amount

Transaction(s) (Instr. 3 and 4)

Reported

27,500 \$0 27,500 (2) (1)

(A)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: AG Mortgage Investment Trust, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	erivative		Securities	(Instr. 5)	Bene
	Derivative				Securities Acquired		(Instr. 3 and 4)	4)	Own	
	Security								Follo	
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
							Expiration Date	Title Numb	er	
								of		
				Code V	(A) (D)			Shares	S	

Reporting Owners

Reporting Owner Name / Address	Relationships					
topotong owner twine, that one	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/ Jonathan 07/02/2015 Lieberman **Signature of Date 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).
- Each restricted stock unit represents a right to receive one restricted share of common stock of AG Mortgage Investment Trust, Inc. The (1) restricted stock units vest in three equal annual installments beginning July 1, 2015. The restricted stock units scheduled to vest on July 1, 2016 and July 1, 2017 are conditioned on continued employment with the Company, as set forth in the applicable award agreement.
- These restricted stock units were transferred by AG REIT Management, LLC, the Company's external manager (the "Manager") to Mr. **(2)** Lieberman for his service to the Manager.

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.

Reporting Owners 2