SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Durkin Thomas			2. Date of Event Requiring Statement (Month/Day/Year) 10/31/2017 3. Issuer Name and Ticker or Trading Symbol AG Mortgage Investment Trust, Inc. [ MITT ]						
	(First) D, GORDON & YENUE, 26TH I NY (State)	Ý I			4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below) Chief Investment	10% Owne Other (spe below)	er cify 6. In	hth/Day/Year) dividual or Joint licable Line) Form filed b	ate of Original Filed I/Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					Amount of Securities Beneficially Owned (Instr. 4)			Nature of Indirect Beneficial Ownership str. 5)	
Common Stock					38,500	D			
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stoc	k Units		(1)	(1)	Common Stock	10,000	(2)	D	
Explanation of Responses:									

1. The restricted stock units are scheduled to vest equally on July 1, 2018, July 1, 2019, and July 1, 2020 provided Mr. Durkin remains employed with Angelo, Gordon & Co., L.P. on such dates, as set forth in the applicable award agreement.

2. Each restricted stock unit represents the right to receive one restricted share of common stock of AG Mortgage Investment Trust, Inc. upon vesting of the unit.

## **Remarks:**

/s/ Raul E. Moreno, Attorneyin-Fact for Thomas Durkin

11/14/2017

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Raul E. Moreno, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of AG Mortgage Investment Trust, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. The undersigned hereby revokes all Powers of Attorney previously granted in the undersigned's capacity as an officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of November, 2017.

/s/ Thomas Durkin