

IMPAC MORTGAGE HOLDINGS INC  
Form 8-K  
August 23, 2002

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report Pursuant  
To Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): August 22, 2002**

**IMPAC MORTGAGE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-14100**  
(Commission File Number)

**33-0675505**  
(I.R.S. Employer  
Identification No.)

**1401 Dove Street, Newport Beach, CA, 92660**  
(Address of principal executive offices including zip code)

**(949) 475-3600**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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**Item 5. Other Events**

This filing is made to effect the incorporation by reference of the accompanying exhibits in the Company's Registration Statement No. 333-74432 on Form S-3, filed with the Securities and Exchange Commission, which Post-Effective Amendment No. 1 became effective on May 13, 2002, and to supply information for Item 14 of the above described Registration Statement (Attached as Annex A).

On August 22, 2002, the Company entered into an underwriting agreement relating to the sale of 2,200,000 shares of its common stock. Based on a public offering price of \$11.25 per share, the Company will receive approximately \$23.5 million in net proceeds from the sale of the shares of common stock, after payment of its estimated expenses related to the offering and underwriting discounts and commissions. The underwriters expect to deliver the shares of common stock on or about August 28, 2002. The Company has granted the underwriters an option to purchase up to an additional 330,000 shares of common stock to cover over-allotments, if any, at the public offering price per share, less underwriting discounts and commissions.

**Item 7. Exhibits**

(c) Exhibits

- 1.1 Underwriting Agreement, dated August 22, 2002, among JMP Securities LLC, Sandler O'Neill & Partners, L.P. and the Registrant.
- 5.1 Legal Opinion of Kirkpatrick & Lockhart LLP.
- 5.2 Legal Opinion of McKee Nelson LLP.
- 8.1 Legal Opinion of McKee Nelson LLP regarding tax matters.
- 23.1 Consent of KPMG LLP regarding the Company.
- 23.2 Consent of KPMG LLP regarding Impac Funding Corporation.
- 23.3 Consent of Kirkpatrick & Lockhart (contained in Exhibit 5.1).
- 23.3 Consent of McKee Nelson LLP (contained in Exhibit 5.2).
- 23.4 Consent of McKee Nelson LLP (contained in Exhibit 8.1).

**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.**

IMPAC MORTGAGE HOLDINGS, INC.

By:                      /s/ RONALD M.  
MORRISON

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**Ronald M. Morrison  
General Counsel and  
Secretary**

Date: August 22, 2002

ANNEX A

**Item 14. *Other Expenses of Issuance and Distribution***

The estimated expenses, other than underwriting discounts and commissions, in connection with the offering of Securities are:

Legal Fees and Expenses	\$	60,000
Accounting Fees and Expenses		30,000
Printing and Engraving Expenses		20,000
Transfer and Registrar Fee		3,500
Miscellaneous		6,500
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<b>TOTAL</b>	<b>\$</b>	<b>120,000</b>
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