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IMPAC MORTGAGE HOLDINGS INC

Form 4

August 27, 2013

FORM 4

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RHP Trust, dated May 31, 2011

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

IMPAC MORTGAGE HOLDINGS

(Check all applicable)

INC [IMH]

(Middle)

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

4. If Amendment, Date Original

Director Officer (give title below)

X__ 10% Owner Other (specify

nership 7. Nature of

Beneficial Ownership

2532 DUPONT DRIVE

(First)

(Street)

08/23/2013

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

IRVINE, CA 92612

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired		5. Amount of	6. Ownership	7. Nature		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficia	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownershi	
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	08/23/2013		P	5,200	A	\$ 9.7	892,863	D	
Common Stock	08/26/2013		P	10,000	A	\$ 9.75	902,863	D	

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

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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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	•	7. Title and Underlying (Instr. 3 and	Securitie
Convertible			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares

Common

Stock

 $04/30/2013^{(1)}$ $04/30/2018^{(1)}$

Reporting Owners

\$ 10.875

(1)

Reporting Owner Name / Address	Relationships					
1 5	Director	10% Owner	Officer	Other		
RHP Trust, dated May 31, 2011 2532 DUPONT DRIVE IRVINE, CA 92612		X				

Signatures

Promissory

Note Due

2018

/s/ Richard H. Pickup,
Trustee 08/27/2013

**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).

As previously reported on a Form 3 filed by Reporting Person on May 8, 2013, on April 30, 2013, Reporting Person purchased a convertible promissory note in the original principal amount of \$5,700,000 that is convertible by Reporting Person immediately upon receipt and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$10.875 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), Reporting Person will receive 524,138 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The convertible promissory note is due and payable, to the extent not converted, on or before April 30, 2018.

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.

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