

AG Mortgage Investment Trust, Inc.  
Form 8-K  
December 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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): December 21, 2012 (December 20, 2012)

**AG Mortgage Investment Trust, Inc.**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction)

**001-35151**  
(Commission File Number)

**27-5254382**  
(I.R.S. Employer Identification No.)

of Incorporation or Organization)

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**245 Park Avenue, 26th floor**

**New York, New York 10167**

**(212) 692-2000**

**(Address, including zip code, and telephone number, including area code, of registrant s**

**principal executive offices)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On December 20, 2012, AG Mortgage Investment Trust, Inc. (the "Company") and AG REIT Management, LLC entered into an Underwriting Agreement (the "Underwriting Agreement") with Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Nomura Securities International, Inc. and Stifel, Nicolaus & Company, Incorporated, as the representatives of the several underwriters named on Schedule A to the Underwriting Agreement (the "Underwriters"), relating to (i) the issuance and sale of 3,750,000 shares of the Company's common stock, par value \$0.01 per share, to the Underwriters and (ii) the grant by the Company to the Underwriters of an option to purchase all or part of 562,500 additional shares of the Company's common stock (together, the "Shares"). The closing of the offering, which is subject to customary closing conditions, is expected to occur on December 26, 2012.

The Shares will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-182671), which was declared effective by the Securities and Exchange Commission on July 20, 2012.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and this description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption "Underwriting" contained in the Company's Prospectus Supplement, dated December 20, 2012, which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

In connection with the filing of the Underwriting Agreement, the Company is filing as Exhibits 5.1 and 8.1 hereto opinions of its counsel, Hunton & Williams LLP.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                | Underwriting Agreement, dated December 20, 2012, by and among AG Mortgage Investment Trust, Inc., AG REIT Management, LLC, Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Nomura Securities International, Inc. and Stifel, Nicolaus & Company, Incorporated, as the representatives of the several underwriters named on Schedule A to the Underwriting Agreement |
| 5.1                | Opinion of Hunton & Williams LLP with respect to the legality of the shares                                                                                                                                                                                                                                                                                                                                 |
| 8.1                | Opinion of Hunton & Williams LLP with respect to tax matters                                                                                                                                                                                                                                                                                                                                                |
| 23.1               | Consent of Hunton & Williams LLP (included in Exhibit 5.1)                                                                                                                                                                                                                                                                                                                                                  |

**SIGNATURE**

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

AG MORTGAGE INVESTMENT TRUST, INC.

Date: December 20, 2012

By: /s/ Allan Krinsman  
Allan Krinsman  
General Counsel and Assistant Secretary

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                                                                          |
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| 5.1                | Opinion of Hunton & Williams LLP with respect to the legality of the shares                                                                                                                                                                                                                                                                                                                                 |
| 8.1                | Opinion of Hunton & Williams LLP with respect to tax matters                                                                                                                                                                                                                                                                                                                                                |
| 23.1               | Consent of Hunton & Williams LLP (included in Exhibit 5.1)                                                                                                                                                                                                                                                                                                                                                  |