

Five Oaks Investment Corp.  
Form SC 13D/A  
June 23, 2017  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934\* (Amendment No. 8)

Five Oaks Investment Corp.

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(Name of Issuer)  
Common Stock, Par Value \$0.01 Per Share

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(Title of Class of Securities)  
33830W106  
(CUSIP Number)  
Matthew J. Murabito, Esq.  
General Counsel  
XL Group Investments LLC  
200 Liberty Street, 22<sup>nd</sup> Floor  
New York, New York 10281  
(212) 915-6140

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

With a copy to:

Michael A. Schwartz, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

June 21, 2017

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(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

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of 7  
pages

1 NAMES OF REPORTING  
PERSONS

XL Investments Ltd

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A (b)  
GROUP (See  
Instructions)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

WC

5 CHECK IF  
DISCLOSURE OF  
LEGAL PROCEEDING  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Bermuda

7 SOLE  
VOTING  
POWER  
-0-

NUMBER OF 8 SHARED  
SHARES VOTING  
BENEFICIALLY POWER  
OWNED 7,794,537  
BY  
EACH  
REPORTING  
PERSON  
WITH

9 SOLE  
DISPOSITIVE  
POWER  
-0-

10 SHARED  
DISPOSITIVE  
POWER  
7,794,537

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

7,794,537

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
30.10%

14 TYPE OF REPORTING  
PERSON (See Instructions)  
CO

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SCHEDULE 13D

CUSIP No. 33830W106

Page 3  
of 7  
pages

1 NAMES OF REPORTING  
PERSONS

XL Group Investments Ltd

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A (b)  
GROUP (See  
Instructions)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

N/A

5 CHECK IF  
DISCLOSURE OF  
LEGAL PROCEEDING  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Bermuda

7 SOLE  
VOTING  
POWER  
-0-

NUMBER OF 8  
SHARES BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH SHARED  
VOTING  
POWER 7,794,537

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DISPOSITIVE  
POWER  
-0-

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DISPOSITIVE  
POWER  
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EACH REPORTING PERSON

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(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
30.10%

14 TYPE OF REPORTING  
PERSON (See Instructions)  
CO

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SCHEDULE 13D

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   of 7  
   pages

1      NAMES OF REPORTING  
         PERSONS

XL Bermuda Ltd

2      CHECK THE  
         APPROPRIATE BOX (a)  
         IF A MEMBER OF A (b)  
         GROUP (See  
         Instructions)

3      SEC USE ONLY

4      SOURCE OF FUNDS (See  
         Instructions)  
         N/A

5      CHECK IF  
         DISCLOSURE OF  
         LEGAL PROCEEDING  
         IS REQUIRED  
         PURSUANT TO  
         ITEMS 2(d) or 2(e)

6      CITIZENSHIP OR PLACE OF  
         ORGANIZATION

Bermuda

7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED <sup>8</sup> BY EACH REPORTING PERSON <sup>9</sup> WITH	-0-  SHARED VOTING POWER 7,804,767

SOLE  
DISPOSITIVE  
POWER  
-0-

10 SHARED  
DISPOSITIVE  
POWER  
7,804,767

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

7,804,767

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
30.14%

14 TYPE OF REPORTING  
PERSON (See Instructions)  
CO

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SCHEDULE 13D

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pages

1 NAMES OF REPORTING  
PERSONS

XL Group Investments LLC

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A (b)  
GROUP (See  
Instructions)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)  
N/A

5 CHECK IF  
DISCLOSURE OF  
LEGAL PROCEEDING  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED <sup>8</sup> BY EACH REPORTING PERSON <sup>9</sup> WITH	-0-  SHARED VOTING POWER 7,804,767

SOLE  
DISPOSITIVE  
POWER  
-0-

10 SHARED  
DISPOSITIVE  
POWER  
7,804,767

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EACH REPORTING PERSON

7,804,767

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(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
30.14%

14 TYPE OF REPORTING  
PERSON (See Instructions)  
OO

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Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 8") amends the Schedule 13D filed on April 8, 2013 (the "Original Schedule 13D"), as previously amended on May 28, 2013 by Amendment No. 1 to Schedule 13D, on February 25, 2014 by Amendment No. 2 to the Schedule 13D, on March 7, 2014 by Amendment No. 3 to the Schedule 13D, on June 24, 2014 by Amendment No. 4 to the Schedule 13D, on July 23, 2014 by Amendment No. 5 to the Schedule 13D, on December 29, 2016 by Amendment No. 6 to the Schedule 13D and on June 16, 2017 by Amendment No. 7 to the Schedule 13D (the Original Schedule 13D as so amended is collectively referred to herein as the "Schedule 13D"). This Amendment No. 8 relates to the common stock, par value \$0.01 per share ("Common Stock"), of Five Oaks Investment Corp., a Maryland corporation (the "Company"). This Amendment No. 8 is being filed to update the beneficial ownership information in the Schedule 13D solely as a result of a change in ownership percentage resulting from the sale (the "Sale") by the Company of 4,600,000 shares of Common Stock on June 21, 2017. None of the Reporting Persons purchased any of the shares of Common Stock in the Sale. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Schedule 13D is hereby amended in its entirety as follows:

(a) As of June 22, 2017 each of XL Investments and XLGI Ltd may be deemed to beneficially own 7,794,537 shares of Common Stock, representing 30.10% of the outstanding shares of Common Stock, and each of XL Bermuda and XLGI LLC may be deemed to beneficially own 7,804,767 shares of Common Stock, representing 30.14% of the outstanding shares of Common Stock. All percentages of the outstanding Common Stock are based on (i) the 17,539,258 shares of Common Stock reported by the Company as outstanding as of June 2, 2017 in its prospectus supplement dated June 16, 2017 plus (ii) the 4,600,000 shares of Common Stock reported by the Company in its Current Report on Form 8-K, dated June 21, 2017 as issued in the Sale plus (iii) the 3,753,492 shares of Common Stock issuable upon exercise of the Warrants.

The Reporting Persons may be deemed to constitute a "person" or "group" within the meaning of Section 13(d)(3) of the Exchange Act and Rule 13d-5(b)(1) thereunder. The filing of this Schedule 13D shall not be construed as an admission of such beneficial ownership or that the Reporting Persons constitute a person or group.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

XL INVESTMENTS LTD

Dated: June 22, 2017

By: /s/ George Bumeder

Name: George Bumeder

Title: Authorized Person

XL GROUP INVESTMENTS LTD

Dated: June 22, 2017

By: /s/ George Bumeder

Name: George Bumeder

Title: Authorized Person

XL BERMUDA LTD

Dated: June 22, 2017

By: /s/ George Bumeder

Name: George Bumeder

Title: Authorized Person

XL GROUP INVESTMENTS LLC

Dated: June 22, 2017

By: /s/ George Bumeder

Name: George Bumeder

Title: Authorized Person