

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

Form S-11
Registration Statement
under
the Securities Act of 1933
of certain real estate companies

AG MORTGAGE INVESTMENT TRUST, INC.

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)

Allan Krinsman, Esq.
General Counsel
AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th floor
New York, New York 10167
(212) 692-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Stephen E. Older, Esq.
Thomas P. Conaghan, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, New York 10173
Tel. (212) 547-5400
Fax (212) 547-5444

David J. Goldschmidt, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Tel. (212) 735-3000
Fax (212) 735-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, or Securities Act, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ Registration No. 333-178787

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Common Stock, \$0.01 par value per share	\$9,250,000	\$1,061.00

⁽¹⁾ The Registrant previously registered shares of its common stock for a proposed maximum aggregate offering price of \$100,000,000.00 on a Registration Statement on Form S-11 (File No. 333-178787), as amended, for which a filing fee of \$11,460.00 was paid. This Registration is for an increased maximum aggregate offering price of \$9,250,000 based on the public offering price of the shares.

⁽²⁾ Includes the offering price of the common stock that may be purchased by the underwriters pursuant to their overallotment option.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) (“Rule 462(b)”) under the Securities Act of 1933, as amended, and General Instruction G of Form S-11, and includes the registration statement facing page, this page, the signature page, an exhibit index, opinions of counsel and the accountants’ consents. Pursuant to Rule 462(b), the contents of our registration statement on Form S-11, as amended (File No. 333-178787), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on January 19, 2012 (the “Initial Registration Statement”), are incorporated by reference into this registration statement. This registration statement covers the additional registration of \$9,250,000 of our common stock for sale in the offering related to the Initial Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on January 19, 2012.

AG Mortgage Investment Trust, Inc.

By: /s/ David Roberts

David Roberts
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
By: * David Roberts	Director and Chief Executive Officer	January 19, 2012
By: * Frank Stadelmaier	Chief Financial Officer (Principal Financial and Accounting Officer)	January 19, 2012
By: * Jonathan Lieberman	Director and Chief Investment Officer	January 19, 2012
By: * John Angelo	Director and Executive Chairman	January 19, 2012
By: * Andrew L. Berger	Director	January 19, 2012
By: * Joseph LaManna	Director	January 19, 2012
By: * Peter Linneman	Director	January 19, 2012
By: * James Voss	Director	January 19, 2012
* By: <u>/s/ Allan N. Krinsman</u> Allan N. Krinsman (Attorney-in-Fact)		

EXHIBIT INDEX

<u>Exhibit number</u>	<u>Exhibit description</u>
5.1	Opinion of Saul Ewing LLP relating to the legality of the securities being registered.
8.1	Opinion of McDermott Will & Emery LLP regarding tax matters.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Saul Ewing LLP (included in Exhibit 5.1).
23.3	Consent of McDermott Will & Emery LLP (included in Exhibit 8.1).
24.1	Power of Attorney (included on signature page to the Registration Statement on Form S-11 filed by the Registrant on December 28, 2011 (File No. 333-178787)).



lawyers@saull.com

www.saul.com

January 19, 2012

AG Mortgage Investment Trust, Inc.
 245 Park Avenue, 26th Floor
 New York, NY 10167

Re: AG Mortgage Investment Trust, Inc.
Registration Statement on Form S-11

Ladies and Gentlemen:

We have acted as Maryland counsel to AG Mortgage Investment Trust, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of up to 11,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), proposed to be issued and sold in an underwritten public offering covered by the Registration Statement on Form S-11 (No. 333-178787) and the related Rule 462(b) Registration Statement on Form S-11 (collectively, the “Registration Statement”) filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “1933 Act”), and all amendments thereto.

As a basis for our opinions, we have examined the following documents (collectively, the “Documents”):

- (i) The Registration Statement; and
- (ii) The prospectus contained in the Registration Statement (the “Prospectus”).

Also, as a basis for these opinions, we have examined the originals or certified copies of the following:

- (iii) a certified copy of the Articles of Amendment and Restatement of the Company (the “Charter”);

Marc A. Citron – New Jersey Managing Partner

DELAWARE

MARYLAND

NEW JERSEY

NEW YORK

PENNSYLVANIA

WASHINGTON, DC

A DELAWARE LIMITED LIABILITY PARTNERSHIP

- (iv) a copy of the Amended and Restated Bylaws of the Company (the "Bylaws");
- (v) a copy of the resolutions adopted by the Board of Directors of the Company on December 28, 2011 and January 15, 2012, relating to, among other matters, the filing of the Registration Statement and authorizing the issuance and sale of the Shares (the "Board Resolutions");
- (vi) a Certificate of Status for the Company issued by the State Department of Assessments and Taxation of Maryland dated January 17, 2012;
- (vii) a Certificate of the Secretary of the Company as to the authenticity of the Charter and Bylaws of the Company, the Board Resolutions approving the filing of the Registration Statement and authorizing the issuance and sale of the Shares, and other matters that we have deemed necessary and appropriate; and
- (viii) such other documents and matters as we have deemed necessary and appropriate to express the opinions set forth in this letter, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinions set forth below, we have assumed:

- (a) that all signatures on all Documents and any other documents submitted to us for examination are genuine;
- (b) the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified or photographic copies, and the accuracy and completeness of all documents;
- (c) the legal capacity of all natural persons executing any documents, whether on behalf of themselves or other persons;
- (d) that all persons executing Documents on behalf of any party (other than the Company) are duly authorized;
- (e) that there will be no changes in applicable law between the date of this opinion and any date of issuance or delivery of Shares; and
- (f) that at the time of delivery of any Shares to be delivered after the date hereof, the authorization of the issuance of the Shares by the Board of Directors will not have been modified or rescinded.

As to various questions of fact material to our opinions, we have relied upon a certificate and representations of Jonathan A. Lieberman, as Secretary of the Company, and have assumed that the Secretary's Certificate and representations continue to remain true and

complete as of the date of this letter. We have not examined any court records, dockets, or other public records, nor have we investigated the Company's history or other transactions, except as specifically set forth in this letter.

Based on our review of the foregoing and subject to the assumptions and qualifications set forth in this letter, it is our opinion, as of the date of this letter, that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the State Department of Assessments and Taxation of the State of Maryland.

2. The issuance of the Shares is duly authorized and, when and if the Shares are duly issued and delivered in the manner and for the consideration contemplated by the Board Resolutions, the Registration Statement, the Prospectus, and the applicable supplement or supplements to the Prospectus, the Shares will be validly issued, fully paid and nonassessable.

In addition to the qualifications set forth above, the opinions set forth in this letter are also subject to the following qualifications:

(i) We express no opinion as to the laws of any jurisdiction other than the laws of the State of Maryland.

(ii) We assume no obligation to supplement our opinions if any applicable law changes after the date of this letter or if we become aware of any facts that might alter the opinions expressed in this letter after the date of this letter.

(iii) We express no opinion on the application of federal or state securities laws to the transactions contemplated in the Documents.

The opinions expressed in this letter are being furnished to you, for your benefit, and for your tax counsel, McDermott Will & Emery, who may rely on this opinion. The opinions expressed in this letter are furnished only with respect to the transactions contemplated by the Documents. The opinions expressed in this letter are limited to the matters set forth in this letter, and no other opinions shall be implied or inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ SAUL EWING LLP

**McDermott
Will & Emery**

Boston Brussels Chicago Düsseldorf Houston London Los Angeles Miami Milan
Munich New York Orange County Rome San Diego Silicon Valley Washington, D.C.
Strategic alliance with MWE China Law Offices (Shanghai)

January 19, 2012

AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167

Ladies and Gentlemen:

We have acted as special tax counsel to AG Mortgage Investment Trust, Inc. (the “Company”), a Maryland corporation, in connection with the offering (the “Offering”) of shares of common stock, par value \$0.01 per share (the “Common Shares”), by the Company pursuant to a registration statement on Form S-11 (No. 333-178787) and a related Rule 462(b) registration statement on Form S-11 filed with the Securities and Exchange Commission (the “SEC”) (as amended through the date hereof, collectively the “Registration Statement”), under the Securities Act of 1933 (the “Securities Act”). Capitalized terms used in this opinion and not defined herein have the respective meanings assigned to them in the Registration Statement.

In rendering this opinion, we have reviewed (i) the Registration Statement; (ii) the certificate containing certain factual representations and covenants of officers of the Company, Angelo, Gordon & Co., L.P., and AG REIT Management, LLC (the “Officers’ Certificate”) relating to, among other things, the operations of the Company and the entities in which it holds direct or indirect interests, and delivered to us for purposes of this opinion; (iii) the Articles of Amendment and Restatement of the Company; (iv) the Amended and Restated Bylaws of the Company; and (v) such other documents and corporate records as we have deemed necessary or appropriate.

We have assumed with your consent that (i) the facts, representations, and covenants set forth in the Registration Statement, the Officers’ Certificate, and the other documents referred to herein, or otherwise furnished to us, have been, are, and will be true, accurate, and complete in all material respects relevant to the Offering and the continuing operation of the Company; (ii) the Company and each of the entities in which the Company holds a direct or indirect interest have been and will continue to be operated in accordance with the laws of the jurisdictions in which they were formed and in the manner described in the relevant organizational documents; (iii) any representation, covenant, or factual statement set forth in the Registration Statement, the Officers’ Certificate, or any other document referred to herein made “to the knowledge of” or similarly qualified is, and at all relevant times has been and will be, true, correct, and complete without such qualification; (iv) no action has been, or will be, taken that is inconsistent with any representation, covenant, or statement made in any of the Registration Statement, the Officers’ Certificate, or any other document referred to herein; (v) original documents (including

signatures) are authentic, documents submitted to us as copies conform to the original documents, there has been (or will be, by the effective time of each relevant transaction) due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof; (vi) there will be no changes in the applicable laws of the State of Maryland or of any other jurisdiction under the laws of which any entity in which the Company holds a direct or indirect interest has been formed; and (vii) each of the written agreements to which the Company or any such entity is a party has been and will be implemented, construed, and enforced in accordance with its terms. In addition, we have relied upon the opinion of Saul Ewing LLP, dated January 17, 2012, with respect to all matters of Maryland law.

Other than obtaining the representations, covenants, and statements set forth in the Officers' Certificate, we have not independently verified any factual matters in connection with, or apart from, our preparation of this opinion. Accordingly, our opinion does not take into account any matters not set forth herein that might have been disclosed by independent verification. In the course of preparing our opinion, nothing has come to our attention that would lead us to believe that any of the facts, representations, or other information on which we have relied in rendering our opinion is incorrect.

Based on the foregoing, and subject to the assumptions, exceptions, limitations, and qualifications set forth herein, it is our opinion that, for U.S. federal income tax purposes:

1. Commencing with the Company's taxable year ended December 31, 2011, the Company has been organized and operated in conformity with the requirements for qualification as a real estate investment trust (a "REIT") under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Company's proposed method of operation as set forth in the Registration Statement and the Officers' Certificate will enable the Company to continue to meet the requirements for qualification and taxation as a REIT; and

2. Although the discussion set forth in the Registration Statement under the heading "U.S. federal income tax considerations" does not purport to summarize all possible U.S. federal income tax consequences of the purchase, ownership, and disposition of the Common Shares, such discussion, though general in nature, constitutes, in all material respects, a fair and accurate summary of the material U.S. federal income tax consequences of the purchase, ownership, and disposition of the Common Shares, subject to the qualifications set forth therein. The U.S. federal income tax consequences of the ownership and disposition of the Common Shares by an investor will depend upon that investor's particular situation, and we express no opinion as to the completeness of the discussion set forth in "U.S. federal income tax considerations" as applied to any particular holder.

This opinion expresses our views only as to the specific U.S. federal income tax consequences set forth above, and no opinion is expressed as to any tax consequences under non-U.S., state, or local tax laws or under U.S. federal tax laws other than those pertaining to income taxes. Our opinion is based on U.S. federal income tax laws in effect as of the date hereof. It represents our best legal judgment as to the matters addressed herein, but is not binding on the Internal Revenue Service or the courts. Accordingly, no assurance can be given that this

opinion, if contested, would be sustained by a court. Furthermore, the Company's qualification as a REIT depends upon the Company's meeting, in its actual operations, the applicable asset composition, source of income, shareholder diversification, distribution, and other requirements necessary under the Code and the Treasury Regulations promulgated thereunder for a corporation to qualify as a REIT. We have not undertaken to review the Company's compliance with these requirements on a continuing basis and no assurance can be given that the actual operations of the Company and any applicable affiliates have met or will meet these requirements or the representations made to us with respect thereto. Moreover, the authorities on which we rely are subject to change, either prospectively or retroactively, and any such change, or any variation or difference in the facts, representations, covenants, and statements from those on which we rely and assume as correct, as set forth above, might affect the conclusions stated herein. Nevertheless, by rendering this opinion, we undertake no responsibility to advise the Company of any changes or new developments in U.S. federal income tax laws or the application or interpretation thereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to the use of our name in the Registration Statement with respect to the discussion of the U.S. federal income tax considerations of the Offering. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or under the rules and regulations of the SEC.

Very truly yours,

/s/ McDermott Will & Emery LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-11 of AG Mortgage Investment Trust, Inc. of our report dated April 4, 2011, except for Note 4, as to which the date is April 15, 2011, relating to the balance sheet of AG Mortgage Investment Trust, Inc., which appears in such Registration Statement. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

New York, New York
January 16, 2012