

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

### AG Mortgage Investment Trust, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Maryland**

(State of Incorporation or Organization)

**27-5254382**

(I.R.S. Employer Identification No.)

**245 Park Avenue, 26<sup>th</sup> Floor**  
**New York, New York**

(Address of Principal Executive Offices)

**10167**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

**Common Stock, par value \$0.01 per share**

Name of Each Exchange on Which Each Class is to be Registered

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-172656**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

(Title of Class)

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**Item 1. Description of Registrant's Securities to be Registered**

AG Mortgage Investment Trust, Inc. (the "Registrant") hereby incorporates by reference herein the description of its common stock, par value \$0.01 per share, to be registered hereunder set forth under the heading "Description of Common Stock" in the Registrant's prospectus forming part of its Registration Statement on Form S-11 (File No. 333-172656), as amended (the "Registration Statement"), filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, incorporated by reference herein is information relating to the common stock under the caption "Certain Provisions of Maryland Law and of Our Charter and Bylaws" in the Registration Statement.

**Item 2. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Form of Amended and Restated Articles of Incorporation of AG Mortgage Investment Trust, Inc. (incorporated by reference to Exhibit 3.1 to the Registration Statement).
3.2	Form of Amended and Restated Bylaws of AG Mortgage Investment Trust, Inc. (incorporated by reference to Exhibit 3.2 to the Registration Statement).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 25, 2011

AG MORTGAGE INVESTMENT TRUST, INC.

By: /s/ Jonathan Lieberman  
Jonathan Lieberman  
*President*