SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lieberman Jonathan	AG Mortgage Investment Trust, Inc. [MITT]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2017	X Officer (give title below) Other (specify below)
C/O ANGELO, GORDON & CO., L.P. 245 PARK AVENUE, 26TH FLOOR		President
(Street) NEW YORK NY 10167	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2017		M		8,713[(1)]	A	$0.00[(2)]	111,652[(3)]	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[(2)]	07/01/2017		M			8,713	[(4)]	[(4)]	Common Stock	8,713	$0.00[(2)]	0	D	

Explanation of Responses:

1. On July 1, 2017, 8,713 restricted stock units vested in 8,713 shares of common stock of AG Mortgage Investment Trust, Inc. (the "Company").

2. Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. This transaction represents the settlement of vested restricted stock units in shares of common stock on their scheduled vesting date.

3. 15,000 shares of common stock are owned jointly with the reporting person's spouse.

4. The restricted stock units vested in annual installments on each of July 1, 2015, July 1, 2016, and July 1, 2017, as set forth in the applicable award agreement.

Remarks:

/s/ Raul E. Moreno, Attorney-in-Fact for Jonathan Lieberman   07/05/2017

** Signature of Reporting Person   Date