

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>RHP Trust, dated May 31, 2011</u>  (Last) (First) (Middle) <u>2532 DUPONT DRIVE</u>  (Street) <u>IRVINE CA 92612</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>IMPAC MORTGAGE HOLDINGS INC [IMH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2014</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/21/2014		P		15,091	A	\$6.1	840,678	D	
Common Stock	01/21/2014		P		500	A	\$6.099	841,178	D	
Common Stock	01/21/2014		P		100	A	\$6.095	841,278	D	
Common Stock	01/21/2014		P		200	A	\$6.09	841,478	D	
Common Stock	01/21/2014		P		600	A	\$6.08	842,078	D	
Common Stock	01/21/2014		P		100	A	\$6.07	842,178	D	
Common Stock	01/21/2014		P		201	A	\$6.15	842,379	D	
Common Stock	01/22/2014		P		5,485	A	\$6.15	847,864	D	
Common Stock	01/23/2014		P		2,500	A	\$6.15	850,364	D	
Common Stock	01/23/2014		P		44	A	\$6.13	850,408	D	
Common Stock	01/24/2014		P		12,500	A	\$6.15	862,908	D	
Common Stock	01/24/2014		P		5,000	A	\$6.1477	867,908	D	
Common Stock	01/24/2014		P		1,640	A	\$6.142	869,548	D	
Common Stock	01/24/2014		P		2,500	A	\$6.1497	872,048	D	
Common Stock	01/24/2014		P		2,500	A	\$6.1493	874,548	D	
Common Stock	01/24/2014		P		860	A	\$6.1	875,408	D	
Common Stock	01/24/2014		P		694	A	\$6.1	876,102	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					
Convertible Promissory Note Due 2018	\$10.875 <sup>(1)</sup>							04/30/2013 <sup>(1)</sup>	04/30/2018 <sup>(1)</sup>	Common Stock		5,700,000 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. As previously reported on a Form 3 filed by Reporting Person on May 8, 2013, on April 30, 2013, Reporting Person purchased a convertible promissory note in the original principal amount of \$5,700,000 that is convertible by Reporting Person immediately upon receipt and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$10.875 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), Reporting Person will receive 524,138 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The convertible promissory note is due and payable, to the extent not converted, on or before April 30, 2018.

**Remarks:**

This is a late filing with respect to the transactions reported in Table I dated January 21, 2014 and January 22, 2014; pursuant to the General Instructions of Form 4, a Form 4 relating to each such transaction should have been filed within two business days following the date of such transaction.

/s/ Richard H. Pickup, Trustee 01/27/2014

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**