

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Pickup Todd M</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2018</u>			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		
1600 E. COAST HIGHWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	92660						
(City)	(State)	(Zip)						

**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	09/26/2018		S		50,000	D	\$7.2528 <sup>(1)</sup>	50,000	I	See footnote. <sup>(2)</sup>
Common Stock	11/29/2018		P		7,240	A	\$3.9118 <sup>(3)</sup>	57,240	I	See footnote. <sup>(4)</sup>
Common Stock	11/30/2018		P		12,259	A	\$3.8862 <sup>(5)</sup>	69,499	I	See footnote. <sup>(4)</sup>
Common Stock	12/03/2018		P		5,000	A	\$3.8	74,499	I	See footnote. <sup>(4)</sup>
Common Stock	12/06/2018		P		2,505	A	\$3.57	77,004	I	See footnote. <sup>(4)</sup>
Common Stock	12/10/2018		P		2,996	A	\$3.6322 <sup>(6)</sup>	80,000	I	See footnote. <sup>(4)</sup>
Common Stock								100,000	D	
Common Stock								1,793,796	I	See footnote. <sup>(7)</sup>
Common Stock								300,000	I	See footnote. <sup>(8)</sup>
Common Stock								100,000	I	See footnote. <sup>(9)</sup>
Common Stock								100,000	I	See footnote. <sup>(10)</sup>

**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				
Convertible Promissory Note Due 2020	\$21.5 <sup>(11)</sup>							01/02/2016 <sup>(11)</sup>	05/09/2020 <sup>(11)</sup>	Common Stock	465,117 <sup>(11)</sup>		10,000,000 <sup>(11)</sup>	I	See Footnotes <sup>(11)</sup> (12)(13)

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$7.2167 to \$7.3313; the price reported above reflects the weighted average sale price. Reporting Person hereby undertakes to provide full information regarding the number of shares and prices at which these trades were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- The shares of common stock were sold directly by Vintage Trust, dated October 28, 1993, over which shares Reporting Person shares voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by the Trust upon execution of this sale transaction.
- This transaction was executed in multiple trades at prices ranging from \$3.88 to \$3.92; the price reported above reflects the weighted average purchase price. Reporting Person hereby undertakes to provide full information regarding the number of shares and prices at which these trades were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- The shares of common stock were purchased directly by Vintage Trust, dated October 28, 1993, over which shares Reporting Person shares voting and investment power, and the number of shares reflected in column 5 represents the aggregate number of shares of common stock owned directly by the Trust upon execution of this purchase transaction.
- This transaction was executed in multiple trades at prices ranging from \$3.85 to \$3.92; the price reported above reflects the weighted average purchase price. Reporting Person hereby undertakes to provide full information regarding the number of shares and prices at which these trades were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$3.6276 to \$3.64; the price reported above reflects the weighted average purchase price. Reporting Person hereby undertakes to provide full information regarding the number of shares and prices at which these trades were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- The shares of common stock are held directly by Vintage Trust II, dated July 19, 2007 (the "Trust"), over which shares Reporting Person exercises sole voting and investment power.
- The shares of common stock are held directly by Pickup Grandchildren's Trust, over which shares Reporting Person exercises sole voting and investment power.

9. The shares of common stock are held directly by Pickup Living Trust, over which shares Reporting Person exercises sole voting and investment power.

10. The shares of common stock are held directly by Plus Four Equity Partners, L.P., over which shares Reporting Person shares voting and investment power.

11. As previously reported on a Form 4 filed by Reporting Person on May 11, 2015, on May 8, 2015, the Trust purchased a Convertible Promissory Note Due 2020 in the original principal amount of \$10,000,000 that is convertible by the Trust at any time after January 1, 2016, and, upon conversion of the original principal amount prior to maturity at the initial conversion price of \$21.50 per share (subject to adjustment in the event of stock splits, stock dividends and reclassifications), the Trust will receive 465,117 shares of common stock (subject to adjustment in the event of stock splits, stock dividends and reclassifications). The Convertible Promissory Note Due 2020 is due and payable, to the extent not converted, on or before May 9, 2020.

12. As of December 10, 2018, Reporting Person may be deemed to beneficially own an aggregate of 2,938,913 shares of the common stock, consisting of (a) 100,000 shares owned directly, and (b) an aggregate of 2,838,913 shares owned indirectly, consisting of (i) 465,117 shares that the Trust may acquire at any time after January 1, 2016 upon conversion (at the initial conversion price of \$21.50 per share) of the outstanding principal balance of a Convertible Promissory Note Due 2020 owned directly by the Trust, (ii) 300,000 shares owned directly by Pickup Grandchildren's Trust (over which shares Reporting Person exercises sole voting and investment power), (iii) 100,000 shares owned directly by Pickup Living Trust (over which shares Reporting Person exercises sole voting and investment power), (iv) 1,793,796 shares owned directly by the Trust (over which shares Reporting Person exercises sole voting and investment power), (Continued in footnote 13)

13. (v) 100,000 shares owned directly by Plus Four Equity Partners, L.P. (over which shares Reporting Person shares voting and investment power), and (vi) 80,000 shares owned directly by Vintage Trust, dated October 28, 1993 (over which shares Reporting Person exercises sole voting and investment power).

**Remarks:**

This is a late filing with respect to the transactions reported in Table I dated September 26, 2018, November 29, 2018, November 30, 2018, December 3, 2018, December 6, 2018, and December 10, 2018; pursuant to the General Instructions of Form 4, a Form 4 relating to such transaction should have been filed within two business days following the date of such transaction.

/s/ TODD M. PICKUP

02/07/2019

\*\* 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.

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