

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-A/A**

Amendment No. 2

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

**IMPAC MORTGAGE HOLDINGS, INC**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of incorporation or organization)

**1401 Dove Street, Newport Beach, CA**

(Address of principal executive offices)

**33-0675505**

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

**92660**

(Zip Code)

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), 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 effective pursuant to General Instruction A.(d), check the following box.

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

**Title of Each Class  
to be so Registered**

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

9.375% Series B Cumulative Redeemable Preferred Stock, Par Value \$0.01 Per Share

New York Stock Exchange

Securities Act registration statement file number to which this form relates:  
333-111517 (if applicable)

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

**None**  
(Title of Class)

## EXPLANATORY NOTE

The 9.375% Series B Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, \$0.01 par value per share, of Impac Mortgage Holdings, Inc. (the "Company") currently is registered under Section 12(b) of the Securities Exchange Act of 1934, as amended. On June 30, 2004, Amendment No. 1 to Form 8-A/A was filed for the purpose of updating the description of the Company's capital stock to reflect an amendment to the Company's Charter. This Amendment No. 2 to Form 8-A/A is being filed to attach the Exhibit Index which was inadvertently omitted in the previous filing.

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

This registration statement relates to the 9.375% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") of Impac Mortgage Holdings, Inc., a Maryland corporation (the "Company"). The information required in response to this Item 1 with respect to the Series B Preferred Stock is set forth under the caption "Description of the Series B Preferred Stock" in the Company's prospectus supplement dated May 25, 2004, to the prospectus, dated January 9, 2004, included as part of the Registration Statement on Form S-3 (File No. 333-111517), filed with the Securities and Exchange Commission on December 23, 2003. The prospectus supplement is hereby incorporated by reference into this registration statement. The Company's authorized stock consists of 200,000,000 shares of common stock, \$0.01 par value per share, and 10,000,000 shares of preferred stock, \$0.01 par value per share, of which 2,500,000 are designated as Series A Junior Participating Preferred Stock and 7,500,000 are designated as 9.375% Series B Cumulative Redeemable Preferred Stock. Pursuant to an amendment to the Company's Charter, nothing in the Charter will preclude the settlement of transactions entered into through the facilities of the New York Stock Exchange.

#### **Item 2. Exhibits.**

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page, and are incorporated herein by reference.

**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, thereto duly authorized.

IMPAC MORTGAGE HOLDINGS, INC.

Dated: October 18, 2004

By: /s/ Ronald M. Morrison

Ronald M. Morrison

General Counsel and Secretary

## EXHIBIT INDEX

- 3.1 Charter of the Registrant (incorporated by reference to exhibit 3.1 to the Registrant's Registration Statement on Form S-11, as amended (File No. 33-96670), filed with the Securities and Exchange Commission on September 7, 1995).
- 3.2 Certificate of correction of the Registrant (incorporated by reference to exhibit 3.1(a) of the Registrant's Form 10-K for the year ended December 31, 1998).
- 3.3 Articles of Amendment of the Registrant (incorporated by reference to exhibit 3.1(b) of the Registrant's Form 10-K for the year ended December 31, 1998).
- 3.4 Articles of Amendment for change of name to charter of the Registrant (incorporated by reference to exhibit number 3.1(a) of the Registrant's Current Report on Form 8-K, filed February 11, 1998).
- 3.5 Articles Supplementary and Certificate of Correction for Series A Junior Participating Preferred Stock of the Registrant (incorporated by reference to exhibit 3.1(d) of the Registrant's 10-K for the year ended December 31, 1998).
- 3.6 Articles of Amendment, filed with the State Department of Assessments and Taxation of Maryland on July 17, 2002, increasing authorized shares of Common Stock of the Registrant (incorporated by reference to exhibit 10 of the Registrant's Form 8-A/A, Amendment No. 2, filed July 30, 2002).
- 3.7 Resolution to Change Principal Officer or Resident Agent, filed with the State Department of Assessments and Taxation of Maryland on September 11, 2002 (incorporated by reference to exhibit 3.1(j) of the Registrant's Form 10-K for the year ended December 31, 2002).
- 3.8† Articles Supplementary designating the Company's 9.375% Series B Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share, filed with the State Department of Assessments and Taxation of Maryland on May 26, 2004.
- 3.9 Articles of Amendment, filed with the State Department of Assessments and Taxation of Maryland on June 22, 2004, amending and restating Article VII of the Registrant's Charter (incorporated by reference to Exhibit 7 of the Registrant's Form 8-A/A as filed with the Securities and Exchange Commission on June 30, 2004).
- 4.1\* Specimen certificate representing the 9.375% Series B Cumulative Redeemable Preferred Stock.

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† Previously filed with Amendment No. 1 to Form 8-A/A as filed with the Securities and Exchange Commission on June 30, 2004.

\* Previously filed with Form 8-A as filed with the Securities and Exchange Commission on May 27, 2004.