UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **March 5, 2007**

Impac Mortgage Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

1-14100 (Commission File Number)	**33-0675505** (IRS Employer Identification No.)
19500 Jamboree Road, Irvine, California (Address of Principal Executive Offices)	**92612** (Zip Code)

(949) 475-3600
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On March 5, 2007, Impac Mortgage Holdings, Inc. (the "Company") issued a press release providing certain 2006 year-end financial information. A copy of the press release is attached hereto as Exhibit 99.1 and the information therein is incorporated herein by reference.

The press release contains a non-GAAP number of estimated taxable income. Estimated taxable income available to IMH common stockholders excludes net earnings from IFC and its subsidiaries and the elimination of inter-company loan sale transactions. The following schedule reconciles net GAAP (loss) earnings to estimated taxable income available to common stockholders of the REIT. The following table is in thousands except per share amounts (unaudited):

	For the year ended December 31, 2006 (1)
Net (loss) earnings	$ (73,650)
Adjustments to net (loss) earnings: (2)	
Loan loss provision (3)	43,054
Tax deduction for actual loan losses (3)	(27,157)
GAAP earnings on REMICs (4)	(18,445)
Taxable income on REMICs (4)	34,297
Change in fair value of derivatives (5)	114,490
Dividends on preferred stock	(14,698)
Net loss (earnings) of taxable REIT subsidiaries (6)	25,994
Dividend from taxable REIT subsidiaries (7)	7,400
Elimination of inter-company loan sales transactions (8)	(11,913)
Net miscellaneous adjustments	166
Estimated taxable income available to common stockholders (9)	$ 79,538
Estimated taxable income per diluted common share (9)	$ 1.05

Diluted weighted average common shares outstanding	76,110

(1) Estimated taxable income includes estimates of book to tax adjustments which can differ from actual taxable income as calculated when we file our annual corporate tax return. Since estimated taxable income is a non-GAAP financial measurement, the reconciliation of estimated taxable income available to common stockholders to net (loss) earnings is intended to meet the requirements of Regulation G as promulgated by the SEC for the presentation of non-GAAP financial measurements. To maintain our REIT status, we are required to distribute a minimum of 90 percent of our annual taxable income to our stockholders.

(2) Certain adjustments are made to net (loss) earnings in order to calculate estimated taxable income due to differences in the way revenues and expenses are recognized under GAAP and tax.

(3) To calculate estimated taxable income, actual loan losses are deducted. For the calculation of net earnings, GAAP requires a deduction for estimated losses inherent in our mortgage portfolios in the form of a provision for loan losses, which are not deductible for tax purposes. Therefore, as the estimated losses provided for under GAAP are actually realized, the losses will negatively and may materially effect future taxable income.

(4) Includes GAAP to tax differences related to the ISAC REMIC 2005-2, ISAC REMIC 2006-1, ISAC REMIC 2006-3, ISAC REMIC 2006-4, and ISAC REMIC 2006-5 securitizations, which were treated as secured borrowings for GAAP purposes and sales for tax purposes. The REMIC GAAP income excludes the provision for loan losses recorded that may relate to the REMIC collateral included in securitized mortgage collateral. The Company does not have any specific valuation allowances recorded as an offset to the REMIC collateral.

(5) The mark-to-market change for the valuation of derivatives at IMH is income or expense for GAAP financial reporting purposes but is not included as an addition or deduction for taxable income calculations until realized.

(6) Represents net (loss) earnings of IFC and ICCC, our taxable REIT subsidiaries (TRS), which may not necessarily equal taxable income. Starting January 1, 2006, the Company elected to convert ICCC from a qualified REIT subsidiary to a TRS.

(7) Any dividends paid to IMH by the TRS in excess of their cumulative undistributed earnings and profits taxable income minus taxes paid would be recognized as a return of capital by IMH to the extent of IMH’s capital investment in the TRS. Distributions from the TRS to IMH may not equal the TRS net earnings, however, IMH can only recognize dividend distributions received from the TRS as taxable income to the extent that the TRS distributions are from current or prior period undistributed earnings and profits taxable income minus taxes paid. Any distributions by the TRS in excess of IMH’s capital investment in the TRS would be taxed as capital gains.

(8) Includes the effects to taxable income associated with the elimination of gains from inter-company loan sales and other inter-company transactions between IFC, ICCC, and IMH, net of tax and the related amortization of the deferred charge.

(9) Excludes the deduction for common stock dividends paid and the availability of a deduction attributable to net operating loss carry-forwards. As of December 31, 2006, the Company has estimated federal net operating loss carry-forwards of $8.2 million that are expected to be utilized prior to their expiration in the year 2020.

The information in this Item 2.02 of Form 8-K and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Exhibit 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release Dated March 5, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMPAC MORTGAGE HOLDINGS, INC.

Date: March 7, 2007

By: /s/ Gretchen Verdugo
Name: Gretchen Verdugo
Title: Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit Number	Description
99.1	Press Release Dated March 5, 2007

Exhibit 99.1

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Impac Mortgage Holdings, Inc. Clarifies Position as an Alt-A Lender and Misconceptions in the Market Place

Irvine, California– March 5, 2007 – The following is in response to recent media reports that have had an adverse impact upon our common stock price, Impac Mortgage Holdings, Inc. (NYSE: IMH), or the "Company", a Maryland corporation being taxed as a real estate investment trust ("REIT") :

1) I**mpac is an Alt-A Lender.** Substantially all of the mortgages we originate or acquire are Alt-A loans. We define Alt-A loans as mortgages made to borrowers whose credit is generally within Fannie Mae and Freddie Mac guidelines, but have loan characteristics that make them non-conforming under those guidelines. As of the fourth quarter 2006, 99.8% of the loans held in our portfolio had a credit grade of A or A-, which means that the credit rating exceeded 620, with a weighted average loan-to-value ratio of 74%. As of December 31, 2006, the weighted average credit score of the Alt-A loans in our portfolio (i.e. the long-term investment operations) was 697. During 2006, subprime mortgages represented 0.4% of acquisitions and 0.2% of the ending securitized mortgage collateral. We define subprime mortgages made to borrowers with credit ratings less than 620, or other characteristics, that increase the credit risk. In addition, the major credit rating agencies, mortgage bond investors and our industry identify the Company as an Alt-A lender.

2) **The Company's liquidity position is strong.** At December 31, 2006, the Company reported approximately $180.0 million in cash and cash equivalents. Further, the Company has additional liquidity of approximately $75.0 million in equity invested in mortgage loans held-for-sale and other liquidity sources at the Company's disposal.

3) **Estimated taxable income is the primary indicator for common stock dividends.** During 2006, the Company had estimated taxable income of $79.5 million, or $1.05 per diluted common share. During 2006, we paid common stock dividends of $72.3 million, or $0.95 per diluted common share.

4) **Estimated taxable income during the fourth quarter 2006 was generated entirely from the balance sheet at the REIT and did not include a dividend from our taxable REIT subsidiary.**

5) **The Company believes it has sufficient financing under its reverse repurchase agreements to meet its ongoing origination and funding needs.**

6) **The Company continues to meet all of its loan repurchase obligations. In the future we expect loan repurchase obligations to decline based on a reduction in whole loan sales and improved credit and duration characteristics.** Since January 2006, we have tightened our underwriting guidelines 20 times, which resulted in a 40% decline in total production primarily related to bulk acquisitions. Although, total acquisitions and originations declined, we believe we have benefited from an improved credit risk and duration profile. We believe this was validated by the securitization market where despite one of the more turbulent credit spread environments in recent history, Impac executed its most recent securitization with the tightest bond spreads it has experienced in over a year.

7) The restatements for 2004 - 2005, as previously described in our Form 8-K filed on February 23, 2007 has <u>no effect</u> on the Company's net earnings, cash position, stockholders' equity or taxable income.

In summary:

Mr. Tomkinson commented, "It is unfortunate for our stockholders that the Company continues to be put in the same category as subprime lenders, when essentially we have no exposure to subprime loans. In anticipation of a downturn in the industry, Impac, since January 2006, began increasing its loan loss reserves, preserving capital, increasing its pricing and tightening its underwriting guidelines with the intent to further improve the performance of our Alt –A mortgage portfolio."

Mr. Tomkinson concluded, "We believe that the Company has adequately prepared for this challenging market. We believe that the Company is well capitalized, diversified in its business segments and has the expertise to manage through this lending cycle."

Safe Harbor

This release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements, some of which are based on various assumptions and events that are beyond our control may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "likely," "should," "could," "anticipate," or similar terms or variations on those terms or the negative of those terms. The forward-looking statements are based on management expectations. Actual results may differ materially as a result of several factors, including, but not limited to, failure to achieve projected earnings levels; unexpected or greater than anticipated increases in credit and bond spreads; the ability to generate sufficient liquidity; the ability to access the equity markets; continued increase in price competition; inability to sell Option ARM product based on pricing or other factors; risks related to the Company's restatements; risk related to the inability to maintain effective disclosure and internal controls; risks of delays in raising, or the inability to raise on acceptable terms, additional capital, either through equity offerings, lines of credit or otherwise; the ability to generate taxable income and to pay dividends; interest rate fluctuations on our assets that unexpectedly differ from those on our liabilities; unanticipated interest rate fluctuations; changes in expectations of future interest rates; unexpected increase in our loan repurchase obligations; inability to originate an increased amount of commercial loans due to lack of interest in our product; unexpected increase in prepayment rates on our mortgages; changes in assumptions regarding estimated loan losses or an increase in loan losses; continued ability to access the securitization markets or other funding sources, the availability of financing and, if available, the terms of any financing; changes in markets which the Company serves, such as mortgage refinancing activity and housing price appreciation; the inability to expand our Alt-A wholesale and commercial platforms due to market conditions; the adoption of new laws that affect our business or the business of people with whom we do business; changes in laws that affect our products and our business; volatility in the mortgage industry that effects the Company although the changes in the industry are not directly applicable to the Company; and other general market and economic conditions that may effect the mortgage industry.

For a discussion of these and other risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, see Item 1A "Risk Factors" and Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K for the year ended December 31, 2005 and our subsequent Form 10-Q filings during 2006. This document speaks only as of its date and we do not undertake, and specifically disclaim any obligation, to publicly release the results of any revisions that may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

About the Company

Impac Mortgage Holdings, Inc. is a mortgage REIT, which operates four core businesses: (1) the Long-Term Investment Operations, (2) the Mortgage Operations, (3) the Warehouse Lending Operations and (4) the Commercial Operations. The Long-Term Investment Operations invests primarily in non-conforming Alt-A ("Alt-A") mortgage loans and to a lesser extent small-balance commercial loans originated by the Commercial Operations. The Mortgage Operations acquires, originates, sells and securitizes primarily Alt-A residential mortgage loans, the Warehouse Lending Operations provides short-term financing to mortgage loan originators and the Commercial Operations originates small-balance commercial loans for sale to the Long-Term Investment Operations or to third parties. The Company is organized as a REIT for tax purposes, which generally allows it to pass through earnings to stockholders without federal income tax at the corporate level.

For additional information, questions or comments, please call Tania Jernigan, VP of Investor Relations at (949) 475-3722 or email tjernigan@impaccompanies.com. Web site: www.impaccompanies.com

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