

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-11(c) or 240.14a-12

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IMPAC MORTGAGE HOLDINGS, INC.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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June 22, 2009

Dear Impac Shareholder,

We recently sent you a proxy outlining the Company's proposal to amend the term of our Series B Preferred Stock and Series C Preferred Stock.

We are currently in the process of tendering to purchase the Preferred Stock. We believe this transaction, if approved by you, will be highly accretive to our Common Stockholders.

I have voted 100% of all my shares in favor of this proposal. If you haven't done so, I and our board of directors urge you to vote in favor of this proposal. Time is of the essence.

A **FOR** vote for this proposal has the potential of saving the company \$14.9 million in annual payments that would otherwise be due to the preferred holders.

We understand that the past two years have been extremely difficult for our Shareholders. All actions taken by the Company over this time period have been done in order to maintain Shareholder value as well as to allow the Company the ability to rebuild itself.

To place your vote over the phone, please contact D.F. King & Co., Inc. at 1-800-269-6427.

Should you have any questions please contact me directly at (949) 475-3948 or contact Justin Moisio of our Investor Relations Department at (949) 475-3988.

Sincerely,

/s/ Joseph R. Tomkinson

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Joseph R. Tomkinson  
Chairman and CEO

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