

IMPAC MORTGAGE HOLDINGS INC
Form DEFA14A
May 18, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

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 under §240.14a-12

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

(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:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

IMPAC MORTGAGE HOLDINGS, INC.

Important Notice Regarding the Internet Availability

of Proxy Materials for the Annual Meeting of Stockholders to be held at 9:00 A.M. on July 19, 2016

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report to Stockholders are available at <http://www.viewproxy.com/impacompanies/2016/>

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before July 11, 2016 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.

To the Stockholders of IMPAC MORTGAGE HOLDINGS, INC.:	
Notice is hereby given that the Annual Meeting of Stockholders of Impac Mortgage Holdings, Inc. will be held at 19500 Jamboree Road, Irvine, CA 92612 at 9:00 A.M. on July 19, 2016 for the following purposes:	
The Board of Directors recommends you vote FOR the following:	
1. Election of Directors	
Nominees:	01 Joseph R. Tomkinson, 02 William S. Ashmore, 03 James Walsh, 04 Frank P. Filippis, 05 Stephan R. Peers, 06 Leigh J. Abrams
2. Approval of amendment to 2010 Omnibus Incentive Plan to increase the shares subject to the plan by 300,000 shares.	
3. Approval of the performance goals under the 2010 Omnibus Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986.	
4. Ratification of amendment to the Tax Benefits Preservation Rights Agreement to extend the term for three years.	

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5. Approval of terms of incentive compensation for Joseph Tomkinson and William S. Ashmore for purposes of Section 162(m) of the Internal Revenue Code of 1986.

6. Approval, on an advisory basis, of the compensation of named executive officers.

7. Ratification of the appointment of Squar Milner LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

The Board of Directors recommends a vote FOR all of the nominees listed in

Proposal 1 and FOR Proposals 2, 3, 4, 5, 6 and 7.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

Material for this annual meeting and future meetings may be requested by one of the following methods:

To view your proxy materials online, go to <http://viewproxy.com/impaccompanies/2016/>. Have the 11 digit control number available when you access the website and follow the instructions.

877-777-2857 TOLL FREE

requests@viewproxy.com

* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

You must use the 11 digit control number located in the box below.

CONTROL NO.

IMPAC MORTGAGE HOLDINGS, INC.

19500 Jamboree Road

Irvine, CA 92612

The following proxy materials are available to you to review at: www.viewproxy.com/impacompanies/2016/

- 2015 Annual Report
- Proxy Statement

Directions to the meeting can be found in the proxy statement

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or
to vote your proxy electronically.

You must reference your control number to vote by internet or request a hard copy.

You May Vote Your Proxy When You View The Material On The Internet.

You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

Internet and telephone voting is available through 11:59 P.M. Eastern Daylight Time on July 18, 2016.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-877-777-2857 toll free

or

By logging onto <http://viewproxy.com/impacompanies/2016/>

or

By email at: requests@viewproxy.com

Please include the company name and your control number in the subject line.
