

AG Mortgage Investment Trust, Inc.
Form DEF 14A
March 22, 2019

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
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-12

AG Mortgage Investment Trust, 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:

AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167

March 22, 2019

Dear stockholder:

You are cordially invited to attend the 2019 annual meeting of stockholders of AG Mortgage Investment Trust, Inc., which will be held on Thursday, May 2, 2019 at 10:00 a.m., Eastern Time, at the offices of Angelo, Gordon & Co., L.P. (“Angelo Gordon”), located on the 25th Floor of 245 Park Avenue, New York, New York 10167. Details of the business to be presented at the meeting can be found in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

Pursuant to rules adopted by the Securities and Exchange Commission, we have provided access to our proxy materials over the Internet. Accordingly, we are sending a notice regarding the Internet availability of proxy materials (“Notice”) on or about March 22, 2019 to our stockholders of record on March 8, 2019. The Notice and Proxy Statement contain instructions for your use of this process, including how to access our proxy statement and annual report over the Internet, how to authorize your proxy to vote online and how to request a paper copy of the proxy statement and annual report if you so desire.

If you are unable to attend the meeting in person, it is very important that your shares be represented and voted at the annual meeting. You may authorize your proxy to vote your shares over the Internet as described in the Notice and Proxy Statement. Alternatively, if you received a paper copy of the proxy card by mail, please complete, date, sign and promptly return the proxy card by mail so that your shares may be voted. You may also vote by telephone as described in your proxy card. If you vote your shares over the Internet, by mail or by telephone prior to the annual meeting, you may nevertheless revoke your proxy and cast your vote personally at the meeting.

On behalf of the board of directors, I extend our appreciation for your participation and continued support.

Sincerely,

David N. Roberts
Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 2, 2019

NOTICE IS HEREBY GIVEN that the 2019 annual meeting of stockholders (“Annual Meeting”) of AG Mortgage Investment Trust, Inc., a Maryland corporation (the “Company”), will be held at the offices of Angelo, Gordon & Co., L.P., located at 245 Park Avenue, 25th Floor, New York, New York 10167, on Thursday, May 2, 2019 at 10:00 a.m., Eastern Time, for the purposes set forth below:

1. election of the board of directors, with each director serving a one-year term and until his or her successor is elected and qualified;
2. ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2019; and
3. approval, on an advisory basis, of our executive compensation.

We will transact no other business at the Annual Meeting, except for business properly brought before the Annual Meeting and any adjournment or postponement thereof.

Only holders of record of our common stock on March 8, 2019 (the “Record Date”) are entitled to notice of and to attend and vote at the Annual Meeting and any adjournment or postponement thereof.

If you plan on attending the Annual Meeting in person, you will need to present your admission ticket, or an account statement showing your ownership of our common stock as of the Record Date, and photo identification. Your proxy card or Notice Regarding the Availability of Proxy Materials (the “Notice”) will serve as your admission ticket. Whether or not you plan to attend the Annual Meeting in person, please authorize your proxy to vote your shares over the Internet, as described in the Notice. Alternatively, if you received a paper copy of the proxy card by mail, please mark, sign, date and promptly return the proxy card in the self-addressed stamped envelope provided. You may also authorize your proxy to vote your shares by telephone as described in your proxy card. Stockholders who vote over the Internet, by mail or by telephone prior to the Annual Meeting may nevertheless attend the Annual Meeting, revoke their proxies and vote their shares in person.

By Order of the Board of Directors,

Raul E. Moreno
General Counsel and Secretary

March 22, 2019

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on Thursday, May 2, 2019. This proxy statement and the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 are available on the “Financial Reports” page of the “Investor Relations” section of our web site at www.agmit.com.

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2019 ANNUAL MEETING OF STOCKHOLDERS
OF
AG MORTGAGE INVESTMENT TRUST, INC.

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the board of directors of AG Mortgage Investment Trust, Inc. (the “Company,” “we,” “us” or “our”) for use at our 2019 annual meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, May 2, 2019 at 10:00 a.m., Eastern Time, at the offices of Angelo, Gordon & Co., L.P., located at 245 Park Avenue, 25th Floor, New York, New York 10167, and at any adjournment or postponement thereof. We are sending this proxy statement and the enclosed proxy to our stockholders commencing on or about March 22, 2019.

QUESTIONS AND ANSWERS

Q: What am I voting on?

A: (1) Election of eight directors for terms of one year;

(2) Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2019; and

(3) Approval, on an advisory basis, of our executive compensation.

Q: How does the board of directors recommend that I vote on these proposals?

A: (1) “FOR” the election of each of the nominees as directors;

(2) “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2019; and

(3) “FOR” the approval of the advisory resolution on executive compensation.

Who is
Q: entitled to
vote?

Only
common
stockholders
of record as
of the close
of business
A: on March 8,
2019 (the
“Record Date”)
are entitled
to vote at the
Annual
Meeting.

What is the
Q: quorum for
the meeting?

A: A quorum will be present at the Annual Meeting if a majority of the votes entitled to be cast are present, in person or by proxy. No business may be conducted at the Annual Meeting if a quorum is not present. As of the Record Date, 32,199,742 shares of common stock were issued and outstanding. If less than a majority of outstanding shares entitled to vote are represented at the Annual Meeting, we expect that the Annual Meeting will be adjourned to solicit additional proxies. Notice need not be given of the new date, time or

place if
announced at
the Annual
Meeting
before an
adjournment
is taken.

1

How many
Q: votes do I
have?

You are
entitled to
one vote for
each whole
share of
common
stock you
hold as of
A: the Record
Date. Our
stockholders
do not have
the right to
cumulate
their votes
for directors.

What are the
voting
requirements
Q: that apply to
the proposals
discussed in
this proxy
statement?

A: Proposal

	Vote Required	Discretionary Voting Allowed?
(1) Election of directors	Plurality**	No
(2) Ratification of the appointment of PricewaterhouseCoopers LLP	Majority*	Yes
(3) Advisory vote on our executive compensation	Majority*	No

* "Majority" means a majority of the votes cast at the Annual Meeting.

** "Plurality" means with regard to the election of directors, that the eight nominees for director receiving the greatest number of "for" votes from our shares entitled to vote will be elected.

What is the
difference
between
holding shares
Q: as a
stockholder of
record and as a
beneficial
owner?

If your shares are registered in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are the “stockholder of record” of those shares.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of those shares. The Notice Regarding the Availability of Proxy Materials (the “Notice”) and proxy statement and any accompanying documents have been forwarded to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to

vote your shares by using the voting instruction card or by following their instructions for voting by telephone or on the Internet.

Q: How do I vote?

A: Whether or not you plan to attend the Annual Meeting, we urge you to authorize your proxy to vote your shares over the Internet as described in the Notice. Alternatively, if you received a paper copy of the proxy card by mail, please complete, date, sign and promptly return the proxy card in the self-addressed stamped envelope provided. Authorizing your proxy over the Internet, by mailing a proxy card or by telephone will not limit

your right to attend the Annual Meeting and vote your shares in person.

How do I vote my Q: shares that are held by my broker?

If you have shares held by a broker, you may instruct your broker to vote your shares by following the instructions

A: that the broker provides to you. Most brokers allow you to authorize your proxy by mail, telephone and on the Internet.

Q: How do I attend the Annual Meeting?

A: All stockholders are invited to attend the Annual Meeting. An admission ticket, or an account statement showing your ownership of our common stock as of the Record Date, and some form of photo identification (such as a valid driver's license or passport) will be required for admission to the Annual Meeting. Only stockholders who own Company common stock as of the close of business on the Record Date and invited guests will be entitled to attend the Annual Meeting. Your proxy card and/or

Notice can serve as your admission ticket and as verification of your ownership.

Why did I not receive my

Q: proxy materials in the mail?

A: As permitted by rules of the Securities and Exchange Commission (the "SEC"), we are making this proxy statement and our 2018 annual report, which includes our annual report on Form 10-K for the fiscal year ended December 31, 2018 ("Annual Report"), available to our stockholders electronically via the Internet. The "e-proxy" process expedites stockholders' receipt of proxy materials and lowers the costs and reduces the environmental

impact of our
Annual
Meeting.

On or about
March 22,
2019, we
mailed to
stockholders
of record, as of
the close of
business on the
Record Date,
the Notice
containing
instructions on
how to access
this proxy
statement, our
Annual Report
and other
soliciting
materials via
the Internet. If
you received
the Notice by
mail, you will
not receive a
printed copy of
the proxy
materials in
the mail unless
you had
previously
indicated that
you wanted to
receive a
printed copy.
The Notice
instructs you
on how to
access the
proxy
statement and
Annual Report
and how you
may submit
your proxy.

Q: Will there be
any other

items of
business on
the agenda?

The board of
directors
does not
know of any
other matters
that may be
brought
before the
Annual
Meeting nor
does it
foresee or
have reason
to believe
that proxy
holders will
have to vote
for substitute
or alternate
nominees for
election to
the board of
directors. In

A: the event that
any other
matter should
come before
the Annual
Meeting or
any nominee
is not
available for
election, the
persons
named in the
enclosed
proxy will
have
discretionary
authority to
vote all
proxies with
respect to
such matters
in accordance
with their
discretion.

Will anyone
contact me
Q: regarding this
vote?

No
arrangements
or contracts
have been
made with
any solicitors
as of the date
of this proxy
statement,
although we
reserve the
right to

A: engage
solicitors if
we deem
them
necessary.
Such
solicitations
may be made
by mail,
telephone,
facsimile,
e-mail or in
person.

Who has paid
Q: for this proxy
solicitation?

A: We pay for
the cost of
preparing,
printing and
mailing the
Notice and, to
the extent
requested by
our
stockholders,
the proxy
materials and
any additional
materials
furnished to

stockholders. Proxies may be solicited by our directors or our officers or by officers of AG REIT Management, LLC (our “Manager”) personally or by telephone without additional compensation for such activities. We will also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send appropriate solicitation materials to such beneficial owners, and we will pay such holders their standard and ordinary fees. We will also reimburse such holders for their reasonable out-of-pocket expenses.

May
stockholders

Q: ask questions at
the Annual
Meeting?

Yes. There will
be time allotted
at the end of
the meeting

A: when our
representatives
will answer
questions from
the floor.

What does
it mean if I

Q: receive
more than
one
Notice?

It probably
means
your
shares are
registered
differently
and are in
more than
one

A: account.
Sign and
return all
proxy
cards to
ensure that
all your
shares are
voted.

Q: What if I
return a
signed proxy
or voting
instruction
card, but do
not specify
how my

shares are to
be voted?

A: If you are a
stockholder
of record and
you submit a
proxy, but
you do not
provide
voting
instructions,
all of your
shares will be
voted FOR
Proposals 1,
2, and 3.

If you are a
beneficial
owner and
you do not
provide the
broker or
other
nominee that
holds your
shares with
voting
instructions,
the broker or
other
nominee will
determine if
it has the
discretionary
authority to
vote on the
particular
matter. Under
the rules of
the New
York Stock
Exchange
("NYSE"),
brokers and
other
nominees
have the
discretion to
vote on

routine matters, such as Proposal 2, but do not have discretion to vote on non-routine matters, such as Proposals 1 and 3. Therefore, if you do not provide voting instructions to your broker or other nominee, your broker or other nominee may only vote your shares on Proposal 2 and any other routine matters properly presented for a vote at the Annual Meeting.

How are abstentions Q: and broker non-votes treated?

Under NYSE rules, brokers or other A: nominees who hold shares for a beneficial owner have