

Silver Bay Realty Trust Corp.
 Form 4
 April 03, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Two Harbors Investment Corp.

2. Issuer Name and Ticker or Trading Symbol
 Silver Bay Realty Trust Corp. [SBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 601 CARLSON PARKWAY, SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 MINNETONKA, MN 55305

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common stock, par value \$0.01 per share	04/02/2013		J ⁽¹⁾	17,824,647 D \$ 0 0		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Two Harbors Investment Corp. 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305		X		
TWO HARBORS ASSET I, LLC 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305		X		
TWO HARBORS OPERATING Co LLC 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305		X		

Signatures

/s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Investment Corp.	04/03/2013
**Signature of Reporting Person	Date
/s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Asset I, LLC	04/03/2013
**Signature of Reporting Person	Date
/s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Operating Company LLC	04/03/2013
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

April 2, 2013 represents the record date for the special dividend declared by Two Harbors Investment Corp. on March 18, 2013, pursuant to which the securities are to be distributed on a pro rata basis to the stockholders of Two Harbors Investment Corp. The securities were

- (1) previously owned directly by Two Harbors Asset I, LLC, a wholly owned subsidiary of Two Harbors Operating Company LLC, which is a wholly owned subsidiary of Two Harbors Investment Corp. The securities were subsequently transferred into the name of Two Harbors Investment Corp. in order to effect the special dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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