

AG Mortgage Investment Trust, Inc.
 Form 4/A
 February 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Lieberman Jonathan

2. Issuer Name and Ticker or Trading Symbol
 AG Mortgage Investment Trust, Inc.
 [MITT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

President and CIO

C/O ANGELO, GORDON & CO.,
 L.P., 245 PARK AVENUE, 26TH
 FLOOR

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/02/2015

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10167

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (9-02)

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

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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 Security (Instr. 3 and 4)
Restricted Stock Units ⁽¹⁾	<u>(2)</u>	06/30/2015		A	27,500 ⁽³⁾	07/01/2015 ⁽⁴⁾ 07/01/2017 ⁽⁴⁾	Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lieberman Jonathan C/O ANGELO, GORDON & CO., L.P. 245 PARK AVENUE, 26TH FLOOR NEW YORK, NY 10167	X		President and CIO	

Signatures

/s/ Raul E. Moreno, Attorney-in-fact for Jonathan Lieberman 02/12/2016

__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).
 - (1) These restricted stock units were incorrectly reported on Table I on the reporting person's original Form 4 filed July 2, 2015.
 - (2) Each restricted stock unit represents the right to receive one restricted share of common stock of AG Mortgage Investment Trust, Inc. ("the Company") upon vesting of the unit.
 - (3) These restricted stock units were transferred by AG REIT Management, LLC, the Company's external manager (the "Manager"), to Mr. Lieberman for his service to the Manager.
- The restricted stock units vest in three equal annual installments beginning July 1, 2015. The restricted stock units scheduled to vest on
- (4) July 1, 2016 and July 1, 2017 are conditioned on Mr. Lieberman's continued employment with Angelo, Gordon & Co., L.P., as set forth in the applicable award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.