

EIN MARK  
Form 4  
October 30, 2009

**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 \*  
EIN MARK

(Last) (First) (Middle)

CAPITOL ACQUISITION  
CORP., 509 7TH STREET, N.W.

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Capitol Acquisition Corp [CLA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	10/28/2009		D	5,938,836	D \$ 0 (1) 0	I	See Footnote (2)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 7.5	10/28/2009		D	3,040,000	(3)	(3)	Common Stock, par value \$0.0001 per share	3,040,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EIN MARK CAPITOL ACQUISITION CORP. 509 7TH STREET, N.W. WASHINGTON, DC 20004	X	X	Chief Executive Officer	
Capitol Acquisition Management LLC C/O CAPITOL ACQUISITION CORP. 509 7TH STREET, N.W. WASHINGTON, DC 20004		X		

## Signatures

/s/ Mark Ein 10/30/2009  
\*\*Signature of Reporting Person Date

/s/ Mark Ein on behalf of Capital Acquisition Management LLC 10/30/2009  
\*\*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) Cancelled 5,938,836 shares of Common Stock of Capitol Acquisition Corp. (the "Issuer") in connection with the merger (the "Merger") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 11, 2009, as amended on August 17, 2009 and on September 20, 2009, by and among the Issuer, Pine River Capital Management L.P., Two Harbors Investment Corp. ("Two Harbors"), and Two Harbors Merger Corp.
- (2) The shares are directly held by Capitol Acquisition Management LLC, which is an entity controlled by Mark Ein.
- (3) Disposed of 3,040,000 warrants of the Issuer in exchange for 3,040,000 warrants to purchase 3,040,000 shares of Two Harbors Common Stock at an exercise price of \$11.00 per share, which will expire on November 7, 2013, in connection with the Merger pursuant to the

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Merger 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.