

Silver Bay Realty Trust Corp.
Form 3
December 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Two Harbors Investment Corp. | | (Month/Day/Year) | Silver Bay Realty Trust Corp. [SBY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 601 CARLSON PARKWAY,Â SUITE 1400 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| MINNETONKA,Â MNÂ 55305 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common stock, par value \$0.01 per share | 17,824,647 ⁽¹⁾ | I | See footnote |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Silver Bay Realty Trust Corp. - Form 3

| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

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 OPERATING Co LLC 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305 | ^ | ^ X | ^ | ^ |
| TWO HARBORS ASSET I, LLC 601 CARLSON PARKWAY SUITE 1400 MINNETONKA, MN 55305 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Investment Corp. | 12/19/2012 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Operating Company LLC | 12/19/2012 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Siering, President and Chief Executive Officer of Two Harbors Asset I, LLC | 12/19/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities are owned directly by Two Harbors Asset I, LLC and indirectly by Two Harbors Operating Company LLC and Two Harbors Investment Corp. Two Harbors Operating Company LLC is the parent company of Two Harbors Asset I, LLC and Two Harbors Investment Corp. is the parent company of Two Harbors Operating Company LLC.

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.