

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

☐ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362
Estimated average burden hours per response: 1.0

1. Name and Address of Reporting Person* <u>Lieberman Jonathan</u> (Last) (First) (Middle) <u>C/O ANGELO, GORDON & CO., L.P.</u> <u>245 PARK AVENUE, 26TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10167</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AG Mortgage Investment Trust, Inc. [MITT]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CIO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	07/01/2015		M4	9,166 ⁽¹⁾	A	\$0.00 ⁽²⁾	94,205 ⁽³⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	07/01/2015		4M		9,166	(4)	(4)	Common Stock	9,166	\$0.00	16,927 ⁽⁵⁾	D	

Explanation of Responses:

1. On July 1, 2015, 9,166 restricted stock units vested in 9,166 shares of common stock of AG Mortgage Investment Trust, Inc. (the "Company").

2. Each restricted stock unit represents the right to receive one restricted share of common stock of the Company upon vesting of the unit. This transaction represents the settlement of vested restricted stock units in shares of common stock on their scheduled vesting date.

3. 15,000 shares of common stock are owned jointly with the reporting person's spouse.

4. The restricted stock units vest in three annual installments beginning July 1, 2015, assuming Mr. Lieberman's continued employment with Angelo, Gordon & Co., L.P. on such vesting dates, as set forth in the applicable award agreement.

5. The reporting person forfeited 1,407 restricted stock units pursuant to an amended award agreement. All other provisions of the award agreement remained the same.

Remarks:

/s/ Raul E. Moreno, Attorney-in-fact for Jonathan Lieberman 02/12/2016
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.