

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

**Amendment No. 4 to
Form S-11
Registration Statement
*under
the Securities Act of 1933
of certain real estate companies***

AG MORTGAGE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its governing instruments)

245 Park Avenue, 26th floor
New York, New York 10167
(212) 692-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Forest Wolfe, Esq.
General Counsel
Angelo, Gordon & Co., L.P.
245 Park Avenue, 26th floor
New York, New York 10167
(212) 692-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Stephen E. Older, Esq.
Thomas P. Conaghan, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, New York 10173
Tel. (212) 547-5400
Fax (212) 547-5444

David J. Goldschmidt, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Tel. (212) 735-3000
Fax (212) 735-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, or Securities Act, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒
(Do not check if a smaller reporting company)

Smaller reporting company ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The purpose of this Amendment No. 4 to Form S-11 Registration Statement is solely to file exhibits to the Registration Statement as set forth below in Item 36(b) of Part II.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 31. Other expenses of issuance and distribution.

The following table shows the fees and expenses, other than underwriting discounts, to be paid by us in connection with the sale and distribution of the securities being registered hereby. All amounts except the SEC registration fee and the FINRA fee are estimated.

SEC registration fee	\$ 40,055
FINRA filing fee	\$ 35,000
NYSE listing fee	\$ 250,000
Legal fees and expenses (including Blue Sky fees)	\$ 850,000
Accounting fees and expenses	\$ 200,000
Printing and engraving expenses	\$ 175,000
Transfer agent fees and expenses	\$ 5,000
Miscellaneous	\$ 250,000
Total	<u>\$ 1,805,055</u>

* To be filed by amendment.

Item 32. Sales to special parties.

Not applicable.

Item 33. Recent sales of unregistered securities.

On March 7, 2011, the registrant issued 100 shares of common stock to AG Funds, L.P. in exchange for \$1,000 in cash as its initial capitalization. Such issuance was exempt from the requirements of the Securities Act pursuant to Section 4(2) thereof.

Concurrently with this offering, we will sell to an affiliate of Angelo, Gordon 750,000 shares of our common stock, and to certain of our directors and executive officers an aggregate of 110,500 shares of our common stock, in a separate private placement, at a price per share equal to the initial public offering price per share in this offering. Such issuance will be exempt from the requirements of the Securities Act pursuant to Section 4(2) thereof.

Item 34. Indemnification of directors and officers.

Maryland law permits a Maryland corporation to include in its articles of incorporation a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability which is material to the cause of action, as resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment in the proceeding. The registrant's charter contains such a provision and limit the liability of the registrant's directors and officers to the maximum extent permitted by Maryland law.

The registrant's charter authorizes it, and its bylaws require it, to the maximum extent permitted by Maryland law, to indemnify and pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (i) any individual who is a present or former director or officer or (ii) any individual who, while

serving as the registrant's director or officer and at its request, serves or has served as a director, officer, partner, member, manager, employee or agent of another corporation, real estate investment trust, partnership, limited liability company, joint venture, trust, employee benefit plan or any other enterprise, from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her service in such capacity or capacities. The registrant's charter and bylaws also permit the registrant to indemnify and advance expenses to any person who serves any predecessor of the registrant in any of the capacities described above and to any employee or agent of the registrant. The registrant also will enter into indemnification agreements with its directors and executive officers that address similar matters, as described below.

Maryland law permits a Maryland corporation to indemnify and advance expenses to its directors, officers, employees and agents to the same extent as permitted for directors and officers of Maryland corporations. The MGCL permits a Maryland corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty, (ii) the director or officer actually received an improper personal benefit in money, property or services or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under the MGCL, a Maryland corporation may not indemnify a director or officer for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received. However, a court may order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, even if the standard of conduct required for indemnification has not been met and even for proceedings by or in the right of the corporation in which the director or officer has been judged liable, provided, in the latter case, that indemnification is limited to expenses. In addition, the MGCL permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (i) a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation and (ii) a written undertaking by him or on his behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Upon the completion of this offering, the registrant expects to enter into customary indemnification agreements with each of its directors and executive officers that will obligate the registrant to indemnify them to the maximum extent permitted under Maryland law. The agreements will require the registrant to indemnify the director or officer, or the indemnitee, against all judgments, penalties, fines and amounts paid in settlement and all expenses actually and reasonably incurred by the indemnitee or on his or her behalf in connection with a proceeding other than one initiated by or on the registrant's behalf. In addition, the indemnification agreements will require the registrant to indemnify the indemnitee against all amounts paid in settlement and all expenses actually and reasonably incurred by the indemnitee or on his or her behalf in connection with a proceeding that is brought by or on the registrant's behalf. In either case, the indemnitee will not be entitled to indemnification if it is established that one of the prohibitions on indemnification under Maryland law exists.

In addition, the indemnification agreements will require the registrant to advance, without a preliminary determination of the indemnitee's entitlement to indemnification thereunder, reasonable expenses incurred by the indemnitee within ten days of the receipt by the registrant of a statement from the indemnitee requesting the advance, provided the statement evidences the expenses and is accompanied by:

- a written affirmation of the indemnitee's good faith belief that he or she has met the standard of conduct necessary for indemnification; and

- a written undertaking by or on behalf of the indemnitee to repay the amount if it is ultimately determined that the standard of conduct was not met.

The indemnification agreement also will provide for procedures for the determination of entitlement to indemnification, including requiring that such determination be made by independent counsel after a change in control of the registrant.

Item 35. Treatment of proceeds from stock being registered.

None of the proceeds will be credited to an account other than the appropriate capital share account.

Item 36. Financial statements and exhibits.

- (a) Financial Statements. See page F-1 for an index to the financial statements included in this registration statement.
- (b) Exhibits. The following is a complete list of exhibits filed as part of the registration statement, which are incorporated herein:

<u>Exhibit number</u>	<u>Exhibit description</u>
1.1	Form of Underwriting Agreement.†
3.1	Form of Amended and Restated Articles of Incorporation of the Registrant.†
3.2	Form of Bylaws of the Registrant.†
4.1	Specimen Common Stock Certificate of the Registrant.†
5.1	Opinion of Saul Ewing LLP relating to the legality of the securities being registered.**
8.1	Opinion of McDermott Will & Emery LLP regarding tax matters.**
10.1	Form of Registration Rights Agreement between the Registrant, the Manager and the purchasers in the concurrent private placement.†
10.2	Form of Stock Purchase Agreement between the Registrant and the purchasers in the concurrent private placement.†
10.3	Form of Management Agreement with Angelo, Gordon.†
10.4	Form of Equity Incentive Plan.†
10.5	Form of Manager Equity Incentive Plan.†
10.6	Form of Manager Equity Incentive Plan Restricted Stock Award Agreement.†
10.7	Form of Equity Incentive Plan Restricted Stock Award Agreement.†
23.1	Consent of PricewaterhouseCoopers LLP†
23.2	Consent of Saul Ewing LLP (included in Exhibit 5.1).**
23.3	Consent of McDermott Will & Emery LLP (included in Exhibit 8.1)**
99.1	Consent of Peter Linneman to be named as a proposed director.†
99.2	Consent of Andrew L. Berger to be named as a proposed director.†
99.3	Consent of James Voss to be named as a proposed director.†
99.4	Consent of Joseph LaManna to be named as a proposed director.†
99.5	Consent of John Angelo to be named as a proposed director.†
99.6	Consent of David Roberts to be named as a proposed director.†

† Filed previously.

* To be filed by amendment.

** Filed herewith.

Item 37. Undertakings.

(a) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(b) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(c) The undersigned registrant hereby undertakes that:

(i) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(ii) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 26, 2011.

AG Mortgage Investment Trust, Inc.

By: /s/ JONATHAN LIEBERMAN

Jonathan Lieberman
Chief Investment Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DAVID ROBERTS</u> David Roberts	Chief Executive Officer	April 26, 2011
<u>/s/ FRANK STADELMAIER</u> Frank Stadelmaier	Chief Financial Officer (Principal Financial and Accounting Officer)	April 26, 2011
<u>/s/ JONATHAN LIEBERMAN</u> Jonathan Lieberman	Director	April 26, 2011

EXHIBIT INDEX

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† Filed previously.

* To be filed by amendment.

** Filed herewith.



April 26, 2011

AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, NY 10167

Re: AG Mortgage Investment Trust, Inc.
Registration Statement on Form S-11

Ladies and Gentlemen:

We have acted as Maryland counsel to AG Mortgage Investment Trust, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of 12,500,000 shares of the Company's common stock, par value \$0.01 per share, and up to 1,875,000 additional shares of the Company's common stock, par value \$0.01 per share, to cover over-allotments (collectively, the "Shares"), proposed to be issued and sold in an underwritten initial public offering covered by the Registration Statement on Form S-11 (the "Registration Statement") filed by the Company (No. 333-172656) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "1933 Act"), and all amendments thereto.

As a basis for our opinions, we have examined the following documents (collectively, the "Documents"):

- (i) The Registration Statement; and
- (ii) The prospectus contained in the Registration Statement (the "Prospectus").

Also, as a basis for these opinions, we have examined the originals or certified copies of the following:

- (iii) a certified copy of the Articles of Amendment and Restatement of the Company (the "Charter");

DELAWARE MARYLAND NEW JERSEY NEW YORK PENNSYLVANIA WASHINGTON, DC

A DELAWARE LIMITED LIABILITY PARTNERSHIP

(iv) a copy of the Amended and Restated Bylaws of the Company (the "Bylaws");

(v) resolutions adopted by the Board of Directors of the Company, dated March 7, 2011, March 25, 2011 and April 26, 2011, relating to, among other matters, the filing of the Registration Statement and authorizing the issuance and sale of the Shares (the "Board Resolutions");

(vi) a Certificate of Status for the Company issued by the State Department of Assessments and Taxation of Maryland dated April 25, 2011;

(xii) a Certificate of the Secretary of the Company as to the authenticity of the Charter and Bylaws of the Company, the Board Resolutions approving the filing of the Registration Statement and authorizing the issuance and sale of the Shares, and other matters that we have deemed necessary and appropriate; and

(xiii) such other documents and matters as we have deemed necessary and appropriate to express the opinions set forth in this letter, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinions set forth below, we have assumed:

(a) that all signatures on all Documents and any other documents submitted to us for examination are genuine;

(b) the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified or photographic copies, and the accuracy and completeness of all documents;

(c) the legal capacity of all natural persons executing any documents, whether on behalf of themselves or other persons;

(d) that all persons executing Documents on behalf of any party (other than the Company) are duly authorized;

(e) that there will be no changes in applicable law between the date of this opinion and any date of issuance or delivery of Shares that would have an adverse effect on the due authorization or valid issuance or delivery of the Shares; and

(f) that at the time of delivery of any Shares to be delivered after the date hereof, the authorization of the issuance of the Shares by the Board of Directors will not have been modified or rescinded.

As to various questions of fact material to our opinions, we have relied upon a certificate and representations of Jonathan Lieberman, as Secretary of the Company, and have assumed that the Secretary's Certificate and representations continue to remain true and

complete as of the date of this letter. We have not examined any court records, dockets, or other public records, nor have we investigated the Company's history or other transactions, except as specifically set forth in this letter.

Based on our review of the foregoing and subject to the assumptions and qualifications set forth in this letter, it is our opinion, as of the date of this letter, that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the State Department of Assessments and Taxation of the State of Maryland.

2. The Shares are duly authorized and, when and if the Shares are duly issued and delivered in the manner and for the consideration contemplated by the Board Resolutions, the Registration Statement, the Prospectus, and the applicable supplement or supplements to the Prospectus, the Shares will be validly issued, fully paid and nonassessable.

In addition to the qualifications set forth above, the opinions set forth in this letter are also subject to the following qualifications:

(i) We express no opinion as to the laws of any jurisdiction other than the laws of the State of Maryland.

(ii) We assume no obligation to supplement our opinions if any applicable law changes after the date of this letter or if we become aware of any facts that might alter the opinions expressed in this letter after the date of this letter.

(iii) We express no opinion on the application of federal or state securities laws to the transactions contemplated in the Documents.

The opinions expressed in this letter are furnished only with respect to the transactions contemplated by the Documents. The opinions expressed in this letter are limited to the matters set forth in this letter, and no other opinions shall be implied or inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ SAUL EWING LLP

McDermott Will & Emery

Boston Brussels Chicago Düsseldorf Houston London Los Angeles Miami Milan
Munich New York Orange County Rome San Diego Silicon Valley Washington, D.C.
Strategic alliance with MWE China Law Offices (Shanghai)

April 26, 2011

AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167

Ladies and Gentlemen:

We have acted as special tax counsel to AG Mortgage Investment Trust, Inc. (the “Company”), a Maryland corporation, in connection with the offering (the “Offering”) of shares of common stock, par value \$0.01 per share (the “Common Shares”), by the Company pursuant to a registration statement on Form S-11 (No. 333-172656) filed with the Securities and Exchange Commission (the “SEC”) on March 7, 2011 (as amended through the date hereof, the “Registration Statement”) under the Securities Act of 1933 (the “Securities Act”). Capitalized terms used in this opinion and not defined herein have the respective meanings assigned to them in the Registration Statement.

In rendering this opinion, we have reviewed (i) the Registration Statement; (ii) the certificate containing certain factual representations and covenants of officers of the Company, Angelo, Gordon & Co., L.P., and AG REIT Management, LLC (the “Officers’ Certificate”) relating to, among other things, the proposed operations of the Company and the entities in which it holds direct or indirect interests, and delivered to us for purposes of this opinion; (iii) the Articles of Amendment and Restatement of the Company; (iv) the Amended and Restated Bylaws of the Company; and (v) such other documents and corporate records as we have deemed necessary or appropriate.

We have assumed with your consent that (i) the facts, representations and covenants set forth in the Registration Statement, the Officers’ Certificate, and the other documents referred to herein, or otherwise furnished to us, are and will be true, accurate, and complete in all material respects relevant to the Offering and the continuing operation of the Company; (ii) the Company and each of the entities in which the Company holds a direct or indirect interest have been and will continue to be operated in accordance with the laws of the jurisdictions in which they were formed and in the manner described in the relevant organizational documents; (iii) any representation, covenant, or factual statement set forth in the Registration Statement, the Officers’ Certificate, or any other document referred to herein made “to the knowledge of” or similarly qualified is, and at all relevant times will be, true, correct, and complete without such qualification; (iv) no action has been, or will be, taken that is inconsistent with any representation, covenant, or statement made in any of the Registration Statement, the Officers’ Certificate, or any other document referred to herein; (v) original documents (including signatures) are authentic, documents submitted to us as copies conform to the original documents, there has been (or will be, by the effective time of each relevant transaction) due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof; (vi) there will be no changes in the applicable laws of the State of Maryland or of any other jurisdiction under the laws of which any

such entity in which the Company holds a direct or indirect interest has been formed; and (vii) each of the written agreements to which the Company or any such entity is a party will be implemented, construed, and enforced in accordance with its terms. In addition, we have relied on the opinion of Saul Ewing LLP, dated April 26, 2011, with respect to all matters of Maryland law.

Other than obtaining the representations, covenants, and statements set forth in the Officers' Certificate, we have not independently verified any factual matters in connection with, or apart from, our preparation of this opinion. Accordingly, our opinion does not take into account any matters not set forth herein that might have been disclosed by independent verification. In the course of preparing our opinion, nothing has come to our attention that would lead us to believe that any of the facts, representations, or other information on which we have relied in rendering our opinion is incorrect.

Based on the foregoing, and subject to the assumptions, exceptions, limitations, and qualifications set forth herein, it is our opinion that, for U.S. federal income tax purposes:

1. Commencing with the Company's taxable year ending December 31, 2011, the Company will be organized in conformity with the requirements for qualification as a real estate investment trust (a "REIT") under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Company's proposed method of operation as set forth in the Registration Statement and the Officer's Certificate will enable the Company to meet the requirements for qualification and taxation as a REIT; and

2. Although the discussion set forth in the Registration Statement under the heading "U.S. federal income tax considerations" does not purport to summarize all possible U.S. federal income tax consequences of the purchase, ownership, and disposition of the Common Shares, such discussion, though general in nature, constitutes, in all material respects, a fair and accurate summary of the material U.S. federal income tax consequences of the purchase, ownership, and disposition of the Common Shares, subject to the qualifications set forth therein. The U.S. federal income tax consequences of the ownership and disposition of the Common Shares by an investor will depend upon that investor's particular situation, and we express no opinion as to the completeness of the discussion set forth in "U.S. federal income tax considerations" as applied to any particular holder.

This opinion expresses our views only as to the specific U.S. federal income tax consequences set forth above, and no opinion is expressed as to any tax consequences under non-U.S., state, or local tax laws or under U.S. federal tax laws other than those pertaining to income taxes. Our opinion is based on U.S. federal income tax laws in effect as of the date hereof. It represents our best legal judgment as to the matters addressed herein, but is not binding on the Internal Revenue Service or the courts. Accordingly, no assurance can be given that this opinion, if contested, would be sustained by a court. Furthermore, the Company's qualification as a REIT will depend upon the Company's meeting, in its actual operations, the applicable asset composition, source of income, shareholder diversification, distribution, and other requirements necessary under the Code and the Treasury Regulations promulgated thereunder for a corporation to qualify as a REIT. We will not review these operations and no assurance can be given that the actual operations of the Company and any applicable affiliates will meet these

AG Mortgage Investment Trust, Inc.

April 26, 2011

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requirements or the representations made to us with respect thereto. Moreover, the authorities on which we rely are subject to change, either prospectively or retroactively, and any such change, or any variation or difference in the facts, representations, covenants, and statements from those on which we rely and assume as correct, as set forth above, might affect the conclusions stated herein. Nevertheless, by rendering this opinion, we undertake no responsibility to advise the Company of any changes or new developments in U.S. federal income tax laws or the application or interpretation thereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to the use of our name in the Registration Statement with respect to the discussion of the U.S. federal income tax considerations of the Offering. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or under the rules and regulations of the SEC.

Very truly yours,

/s/ McDermott Will & Emery LLP