

IMPAC MORTGAGE HOLDINGS INC
Form 424B5
September 08, 2016

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-204513

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 8, 2016

PROSPECTUS SUPPLEMENT
(to the Prospectus dated June 16, 2015)

2,500,000 Shares

Common Stock

We are offering 2,500,000 shares of our common stock.

Our common stock is listed on the NYSE MKT under the symbol "IMH." The last reported sale price of our common stock on the NYSE MKT on September 7, 2016 was \$17.26 per share.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described under "*Risk Factors*" on page S-14 of this prospectus supplement before making a decision to invest in our common stock.

| | Per Share | Total |
|---|------------------|--------------|
| Public offering price | \$ | \$ |
| Underwriting discount ⁽¹⁾ | \$ | \$ |
| Proceeds to us (before offering expenses) | \$ | \$ |

(1) We have agreed to reimburse the underwriter for certain expenses in connection with this offering. See "Underwriting."

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To the extent that the underwriter sells more than 2,500,000 shares of our common stock, the underwriter has the option to purchase from us up to an additional 375,000 shares of our common stock at the public offering price less the underwriting discount of \$ _____ per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares of common stock against payment on or about _____, 2016

JMP Securities

The date of this prospectus supplement is _____, 2016.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the "SEC") on Form S-3 (File No. 333-204513) utilizing a "shelf" registration process. This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this common stock offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part, the accompanying prospectus, provides more general information. Generally, when we refer to this prospectus, we are referring to both the prospectus supplement and the accompanying prospectus. To the extent there is a conflict between the information contained in this prospectus supplement and the information contained in the accompanying prospectus or any document incorporated by reference therein filed prior to the date of this prospectus supplement, you should rely on the information in this prospectus supplement. In addition, if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

We further note that the representations, warranties and covenants, which were made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus supplement or the accompanying prospectus, were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, or incorporated by reference herein or therein, or contained in any free writing prospectus that we may authorize for use in connection with this offering. We have not authorized, and the underwriter has not authorized, anyone to provide you with information that is different. The information contained in this prospectus supplement, the accompanying prospectus, or incorporated by reference herein or therein, or contained in any free writing prospectus that we may authorize for use in connection with this offering, is accurate only as of the respective dates thereof, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus, any free writing prospectus that we may authorize for use in connection with this offering or of any sale of our common stock. It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, or contained in any free writing prospectus that we may authorize for use in connection with this offering in making your investment decision. You should also read and consider the information in the documents to which we have referred you in the sections entitled "Where You Can Find More Information" and "Information Incorporated by Reference" in this prospectus supplement and in the accompanying prospectus.

Unless the context otherwise indicates, references in this prospectus to "we," "our," "us," "Impac Mortgage Holdings," "Impac," or the "Company" refer to the business and operations of Impac Mortgage Holdings, Inc. and the following subsidiaries: Integrated Real Estate Service Corporation ("IRES") including the following two subsidiaries of IRES: Impac Mortgage Corp ("IMC") and Impac Warehouse Lending, Inc. and Impac Funding Corporation.

General information about us can be found on our website at www.impaccompanies.com. The information on our website is for informational purposes only and should not be relied on for investment purposes. The information on our website is not incorporated by reference into either this prospectus supplement or the accompanying prospectus and should not be considered part of this or any other report filed with the SEC.

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SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement and the accompanying prospectus and the documents incorporated herein by reference contain, or will contain, certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements relate to anticipated future events, future results of operations or future financial performance. These forward-looking statements include, but are not limited to, statements relating to our ability to develop, market and sell products based on our technology, the expected benefits and efficacy of our products and technology, the availability of substantial additional funding to support our operations, our ability to enter into successful collaboration arrangements, our ability to achieve our business, research, product development, regulatory approval, marketing and distribution plans and strategies, market acceptance of our technology and product offerings, our ability to attract and retain key personnel, our ability to protect our intellectual property, our ability to develop commercially viable products from our technology and estimates of our cash expenditures for the next 12 to 36 months. In some cases, you can identify forward-looking statements by language such as "may," "might," "will," "should," "intends," "expects," "plans," "goals," "projects," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology.

These forward-looking statements are only predictions, are uncertain and involve substantial known and unknown risks, uncertainties and other factors which may cause our (or our industry's) actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements. The "Risk Factors" section of this prospectus supplement sets forth certain risks, uncertainties and cautionary statements regarding our business and common stock and certain forward-looking statements. You should consider these risk factors, as well as any risk factors that are either included in any of our future filings with the SEC or incorporated by reference into this prospectus supplement and the accompanying prospectus before making an investment decision. Any of the risks, as well as additional risks and uncertainties not currently known to us or that we currently deem immaterial, could materially and adversely affect our results of operations or financial condition.

We cannot guarantee future results, levels of activity or performance. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered with any written or oral forward-looking statements that we may issue in the future. Except as required by applicable law, including U.S. securities laws, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events.

You should read this prospectus supplement, the accompanying prospectus, the documents we have filed with the SEC that are incorporated by reference and any free writing prospectus that we have authorized for use in connection with this offering completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of the forward-looking statements in the foregoing documents by these cautionary statements.

Thus, you should not assume that our silence over time means that actual events are bearing out as expressed or implied in such forward-looking statements.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights certain information about us, this offering and selected information contained elsewhere in or incorporated by reference in this prospectus supplement. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in our common stock. For a more complete understanding of our Company and this offering, we encourage you to read and consider carefully the more detailed information in this prospectus supplement and the accompanying prospectus, including the information referred to under the heading "Risk Factors" in this prospectus supplement beginning on page S-14, the information incorporated by reference in this prospectus supplement and the accompanying prospectus, and the information included in any free writing prospectus that we have authorized for use in connection with this offering.

About Impac

Our Company

We are an established nationwide independent residential mortgage lender. We were founded in 1995 by members of our current management team, who have extensive experience and an established track record of operating our Company through multiple market cycles. We originate, sell and service residential mortgage loans. We primarily originate conventional mortgage loans eligible for sale to U.S. government-sponsored enterprises, or GSEs, including Fannie Mae, Freddie Mac (conventional loans), and government-insured mortgage loans eligible for government securities issued through Ginnie Mae (government loans). We originate and acquire mortgage loans through our Retail, Correspondent and Wholesale origination channels. For the six months ended June 30, 2016, we had \$5.6 billion in origination volume, a 12% increase over the comparable period in 2015. For the year ended December 31, 2015, we had \$9.3 billion in origination volume, a 225% increase over 2014.

We primarily operate as a residential mortgage lender and are focused on expanding our mortgage lending platform by providing residential conventional and government-insured mortgage loans, as well as providing innovative products to meet the needs of borrowers not met by traditional conventional and government products. To a lesser extent, we provide real estate services and manage our long-term mortgage portfolio. The real estate service segment was created in 2008 to provide solutions to the distressed mortgage and real estate markets, including loan modifications, real estate disposition services, monitoring and surveillance services and real estate brokerage. The long-term mortgage portfolio predominantly includes non-conforming mortgage loans originated between 2002 and 2007, and is decreasing in size from principal pay-downs and default liquidations. Since we are no longer adding new mortgage loans to the long-term mortgage portfolio, the real estate services and long-term mortgage portfolio segments are continuing to decrease and are a smaller component of our overall operating results, year over year.

In January 2015, we entered into an Asset Purchase Agreement with CashCall, Inc. ("CashCall") pursuant to which the Company agreed to purchase certain assets and assume certain liabilities of CashCall's residential mortgage operations. CashCall Mortgage ("CCM") operates as a centralized call center that utilizes a marketing platform to generate customer leads through marketing campaigns, the internet and call center loan agents. As a centralized retail call center, loan applications are received and taken by loan agents directly from consumers and through the internet. As a result of the acquisition of CCM, we had a significant increase in our retail direct origination volume. We intend to leverage this same marketing platform to expand volumes of our Nonqualified mortgage (NonQM) products.

During 2014, we began originating NonQM loans principally through our wholesale lending channel. However, we expect the CCM division to increase originations through the retail call center as well as correspondent customers to begin delivering loans that meet our NonQM program guidelines.

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Our warehouse lending group offers funding facilities to approved lenders focusing on smaller mortgage bankers and credit unions. These facilities allow our customers to fund mortgage loans and sell closed loans to their investors. Our funding facilities are repaid when our customer sells the loans to the investor. Offering warehouse lending provides added value to our correspondent customers, which we believe will increase the capture rate from our currently approved customers and increase volumes in our correspondent channel. It also provides an interim funding source for our NonQM product to our customers.

Our primary operating segment is our Mortgage Lending business. In addition, we conduct business under our Real Estate Services and the Long-Term Mortgage Portfolio segments. A description of each operating segment is presented below:

Mortgage Lending As a nationwide mortgage lender, we are approved to originate and service Fannie Mae, Freddie Mac and Ginnie Mae eligible loans. We primarily originate, sell and service conventional, conforming agency and government insured residential mortgage loans originated or acquired through our three channels: Retail, Correspondent and Wholesale. Our mortgage lending operation generates origination and processing fees, net of origination costs, at the time of origination as well as gains or unexpected losses when the loans are sold to third party investors, including the GSEs and Ginnie Mae. We retain servicing rights from the mortgage originations and earn servicing fees, net of sub-servicer costs, from our mortgage servicing portfolio. From time to time we sell our servicing rights from our servicing portfolio.

Real Estate Services We provide loss mitigation and real estate services primarily on our own long-term mortgage portfolio, including default surveillance, loan modification services, short sale services (where a lender agrees to take less than the balance owed from the borrower), real estate owned (REO) surveillance and disposition services and monitoring, reconciling and reporting services for residential and multifamily mortgage portfolios. We currently provide services to investors, servicers and individual borrowers primarily focusing on loss mitigation and performance of our own long-term mortgage portfolio. We intend to continue to provide these services for our long-term mortgage portfolio. We expect these revenues to gradually decline over time as our long-term mortgage portfolio declines. To the extent that opportunities arise, we may expand our loss mitigation and real estate services offerings to third parties. These operations are conducted by IMC.

Long-Term Mortgage Portfolio Our long-term mortgage portfolio consists of our residual interests in securitizations represented on our consolidated balance sheet as the difference between total trust assets and total trust liabilities. Our long-term mortgage portfolio includes adjustable rate and, to a lesser extent, fixed rate Alt-A single-family residential mortgages and commercial (primarily multifamily residential loans) mortgages that were acquired and originated primarily by our discontinued, non-conforming mortgage lending operations and retained in our long-term portfolio before 2008. We manage our long-term mortgage portfolio to mitigate losses and maximize cash flows from our residual interests (net trust assets). We receive cash flows from our residual interests in securitizations to the extent excess cash remains in the trusts after making required distributions to bondholders and maintaining certain required overcollateralization levels and other specified parameters within the trusts. Since 2007, we have not added any mortgage loans to our long-term mortgage portfolio.

In addition to the segments listed above, we also have a corporate segment, which supports all of the operating segments.

Our Primary Operating Segment

Mortgage Lending Operations

Our primary operating segment is the mortgage lending operations, primarily consisting of the origination, sale and servicing of conventional loans eligible for sale to Fannie Mae and Freddie Mac,

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and government-insured loans eligible for Ginnie Mae securities issuance. We currently originate and fund mortgages through our wholly-owned indirect subsidiary, IMC.

Our mortgage servicing portfolio increased in each of the six months ended June 30, 2016 and the year ended December 31, 2015 primarily due to servicing-retained sales of conforming GSE-eligible loans and government-insured loans eligible for Ginnie Mae securities, net of bulk sales of servicing rights. For the six months ended June 30, 2016, we had servicing retained loan sales of \$4.3 billion of conforming GSE-eligible loans and issued \$820.6 million of government securities through Ginnie Mae on a servicing retained basis, partially offset by bulk sales of servicing rights totaling \$815.0 million in unpaid principal balance (UPB). Similarly, for the year ended December 31, 2015, we had servicing retained loan sales of \$7.2 billion of conforming GSE-eligible loans and issued \$1.8 billion of government securities through Ginnie Mae on a servicing retained basis, partially offset by bulk sales of servicing rights totaling \$7.3 billion in UPB.

The following table presents selected data from our mortgage lending operations for the six months ended June 30, 2016 and the years ended December 31, 2015 and 2014:

| (in millions) | For the six months ended | | For the year ended | |
|------------------------------|--------------------------|------------|--------------------|--|
| | June 30, 2016 | | December 31, | |
| | | 2015 | 2014 | |
| Originations | \$ 5,596.6 | \$ 9,259.0 | \$ 2,848.8 | |
| Mortgage servicing portfolio | 6,641.5 | 3,570.7 | 2,267.1 | |
| Mortgage servicing rights | 54.7 | 36.4 | 24.4 | |

We have three origination channels to originate or acquire mortgage loans: Retail, Wholesale and Correspondent. Each channel produces similar mortgage loan products and applies similar underwriting standards.

| (in millions) | For the six months ended | | For the year ended | |
|---------------------------------|--------------------------|-------------------|--------------------|--|
| | June 30, 2016 | | December 31, | |
| | | 2015 | 2014 | |
| Originations by Channel: | | | | |
| Retail | \$ 4,146.0 | \$ 5,571.8 | \$ 80.3 | |
| Correspondent | 796.8 | 2,238.0 | 2,169.6 | |
| Wholesale | 653.8 | 1,449.2 | 598.9 | |
| Total originations | \$ 5,596.6 | \$ 9,259.0 | \$ 2,848.8 | |

Retail Beginning in January 2014, we originated retail loans using a centralized approach through our call center, CCM. CCM, a leading direct-to-consumer originator based in Orange, California, utilizes a high-volume, rapid turn time funding model with a focus on providing exceptional customer service. CCM has proven expertise in multifaceted and other mass media marketing and we believe CCM will further diversify IMC's origination channels and capabilities. The acquisition of CCM's residential lending platform added a centralized retail call center to IMC's correspondent and wholesale origination channels and provides us with additional capacity to process increased origination volumes of expanded products including our NonQM loan programs and government insured Ginnie Mae programs, while profitably creating servicing assets for IMC.

When loans are originated on a retail basis, the origination documentation is completed inclusive of customer disclosures and other aspects of the lending process and funding of the transaction is completed internally. Our call center representatives contact borrowers through either inbound or outbound marketing campaigns sourced from purchase-money and refinance mortgage leads, including leads sourced from customer referrals and retention of customers in the servicing portfolio that are seeking to refinance or purchase a property. For the six months ended June 30, 2016, we closed

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\$4.1 billion of loans in this origination channel, which equaled 74% of total originations, as compared to \$3.1 billion or 61% of total originations during the comparable period in 2015. Similarly, for the year ended December 31, 2015, we closed \$5.6 billion of loans in this origination channel, which equaled 60% of total originations, as compared to \$80.3 million or 3% of total originations during 2014 prior to the acquisition of CCM.

We believe the retail call center complements our wholesale and correspondent channels by lowering overall costs for mortgage lending. As a result of the attractive low mortgage interest rates, CCM has continued to be successful focusing on refinance volume. To the extent interest rates stay low, CCM originations will continue to be predominantly refinance concentrated. In the future, if interest rates rise, there may be an eventual decline in refinance volumes. However, we believe expanding our national lending footprint, combined with greater emphasis on products offered through our other channels including government insured and NonQM products, may unlock opportunities to greatly diversify CCM's retail loan production and increase our mortgage lending divisions' total production.

In each of the six months ended June 30, 2016 and the year ended December 31, 2015, our retail channel achieved the most significant growth as a percentage of total originations. Of our \$5.6 billion in total originations for the six months ended June 30, 2016, approximately \$4.1 billion, or 74%, was originated through the CCM retail channel. Similarly, of the \$9.3 billion in total originations in 2015, approximately \$5.6 billion, or 60%, was originated through the CCM retail channel. In contrast, during the six months ended June 30, 2015 and the year ended December 31, 2014, our retail originations contributed only 61% and 3%, respectively, to our total origination volume. However, in 2014, the Company purchased mortgage loans from CashCall, Inc. (prior to the acquisition of their mortgage operations by the Company), as a correspondent customer, contributing approximately \$800.0 million in the fourth quarter of 2014.

Wholesale In a wholesale transaction, our account executives work directly with mortgage brokers who originate and document loans for delivery to our operational center where we underwrite and fund the mortgage loan. Each loan is underwritten to our underwriting standards and, if approved, the borrower is sent new disclosures under our name and the loan is funded in the name of Impac Mortgage Corp., or one of its approved trade names.

Prior to accepting loans from mortgage brokers, each mortgage broker is required to meet our guidelines for minimum experience, credit score and net worth. We also obtain a third-party due diligence report for each prospective broker that verifies licensing and provides information on any industry sanctions that might exist. In addition, each mortgage broker is required to sign our broker agreement that contains certain representations and warranties from the brokers. For the six months ended June 30, 2016, we closed loans totaling \$653.8 million in this origination channel, which equaled 12% of total originations, as compared to \$698.2 million or 14% of total originations during the comparable period in 2015. For the year ended December 31, 2015, we closed loans totaling \$1.4 billion in this origination channel, which equaled 16% of total originations, as compared to \$598.9 million or 21% of total originations during 2014.

Correspondent Our correspondent channel represents mortgage loans acquired from our correspondent sellers. Our correspondent channel has historically targeted a market of small banks, credit unions and small mortgage banking firms. Prior to accepting loans from correspondent sellers, each seller is underwritten to determine if it meets financial and other guidelines. Our review of each prospective seller includes obtaining a third party due diligence report that verifies licensing, insurance coverage, quality of recent Federal Housing Administration (FHA) originations and provides information on any industry sanctions that might exist. In addition, each seller is required to sign our correspondent seller agreement that contains certain representations and warranties from the seller allowing us to require the seller to repurchase (or compensate us for) a loan sold to us for various

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reasons including (i) ineligibility for sale to GSEs, (ii) early payment default, (iii) early pay-off or (iv) if the loan is uninsurable by a government agency.

In our correspondent channel, the correspondent seller originates and closes the loan. After the loan is originated, the correspondent seller provides the needed documentation and information to us to review and determine if it meets our underwriting guidelines. The loan is acquired by us only after we approve it for purchase. We focus on customer service for our clients by facilitating prompt review by our due diligence team, providing bid pricing on both newly originated and seasoned portfolios, enabling clients to deliver one loan at a time on a flow basis and providing clients with expedited funding timelines. We purchase conventional loans eligible for sale to the GSEs and government-insured loans eligible for Ginnie Mae securities. For the six months ended June 30, 2016, we closed loans totaling \$796.8 million in the correspondent origination channel, which equaled 14% of total originations, compared to \$1.2 billion or 25% of total originations during the comparable period in 2015. For the year ended December 31, 2015, we closed loans totaling \$2.2 billion in the correspondent origination channel, which equaled 24% of total originations, compared to \$2.2 billion or 76% of total originations during 2014. Although correspondent volume was virtually flat from 2014 to 2015, we were able to maintain the volume in our correspondent channel despite shifting the CCM volume from a correspondent customer in 2014, to retail originations in 2015, as a result of the acquisition. As previously discussed, correspondent purchases from CashCall's mortgage division were approximately \$800.0 million in the fourth quarter of 2014.

Since 2011, we have provided loans to customers predominantly in the Western U.S. with California, Washington and Arizona comprising 83% of originations in 2015. Currently, we provide nationwide lending with our retail call center and correspondent sellers and mortgage brokers.

Originations

Our loan products primarily include conventional loans eligible for sale to Fannie Mae and Freddie Mac and loans eligible for government insurance (government loans) by Federal Housing Administration (FHA), Veteran's Administration (VA) and U.S. Department of Agriculture (USDA) and also NonQM. We have enhanced our product offering to include more loan products less sensitive to changing interest rates, including FHA 203(k), a home improvement loan that provides the borrower funds to make renovations, intermediate Adjustable Rate Mortgages and GSE and government-insured loan programs such as Home Affordable Refinance Program (HARP) loans which help timely paying borrowers to refinance into a loan with a lower interest rate despite the loan balance being greater than the estimated fair value of their home. We believe that these loan products will prepay at a slower rate as compared to other products. By retaining these loan products in our servicing portfolio, we expect to maintain a less volatile mortgage servicing portfolio.

We believe there is an underserved mortgage market for borrowers with good credit who may not meet the qualified mortgage (QM) guidelines set out by the CFPB. During 2014, we rolled out and began originating NonQM loans which increased in volume to \$132.4 million during 2015. During the first and second quarters of 2016, NonQM originations were \$74.0 million and \$60.3 million, respectively. Demand for NonQM loans has slowed in recent months due to higher demand for conventional refinance products as a result of the current low mortgage interest rate environment. As the demand by consumers for the NonQM product grows we expect the investor interest will increase for NonQM mortgages.

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The following table indicates the breakdown of our originations by loan type for the periods indicated:

| (in millions) | For the six months ended | | For the year ended December 31, | |
|-----------------------------------|-----------------------------|-------------------|------------------------------------|------|
| | June 30, 2016 | 2015 | 2015 | 2014 |
| Originations by Loan Type: | | | | |
| Government | \$ 842.5 | \$ 1,805.5 | \$ 817.8 | |
| Conventional | 4,615.8 | 7,270.8 | 1,947.7 | |
| Other ⁽¹⁾ | 138.3 | 182.7 | 83.3 | |
| Total originations | \$ 5,596.6 | \$ 9,259.0 | \$ 2,848.8 | |

(1) Includes \$134.3 million and \$132.4 million of NonQM mortgages originated during the six months ended June 30, 2016 and the year ended December 31, 2015, respectively.

Loan Sales Selling Loans to GSEs, Issuing Ginnie Mae Securities and Selling Loans on a Whole Loan Basis

We sell our mortgage loans to the secondary market, including sales to the GSEs and issuing securities through Ginnie Mae. We primarily sell loans on a servicing-retained basis where the loan is sold to an investor such as Fannie Mae, and we retain the right to service that loan, called mortgage servicing rights, or MSRs. We also "sell" loans to Ginnie Mae by issuing Ginnie Mae securities through a process whereby a pool of loans is transferred to Ginnie Mae as collateral for a government mortgage-backed security. To a lesser extent, we sell our residential mortgage loans on a whole loan basis where the investor also acquires the servicing rights.

The following table indicates the breakdown of our loan sales to GSEs, issuance of Ginnie Mae securities and loans sold to investors on a whole loan basis for the periods as indicated:

| (in millions) | For the six months ended | | For the year ended December 31, | |
|---------------------------------------|-----------------------------|-------------------|------------------------------------|------|
| | June 30, 2016 | 2015 | 2015 | 2014 |
| Fannie Mae | \$ 2,330.6 | \$ 5,434.3 | \$ 892.4 | |
| Freddie Mac | 1,961.0 | 1,793.0 | 992.8 | |
| Ginnie Mae | 820.6 | 1,770.6 | 790.0 | |
| Total loan sales (servicing retained) | 5,112.2 | 8,997.9 | 2,675.2 | |
| Other loan sales (servicing released) | 125.6 | 173.5 | 70.8 | |
| Total loan sales | \$ 5,237.8 | \$ 9,171.4 | \$ 2,746.0 | |

Mortgage Servicing

Upon our sale of loans to GSEs or the issuance of securities through Ginnie Mae, we generally retain the servicing rights with respect to the mortgage loans. We also sell loans on a servicing-released basis to secondary market investors where we do not retain the servicing rights. When we retain servicing rights, we are entitled to receive a servicing fee which is collected from interest payments made by the borrower and paid to us on a monthly basis equal to a specified percentage, typically between 0.25% and 0.44% per annum of the outstanding principal balance of the loans. We may also be entitled to receive additional servicing compensation, such as late payment fees and earn additional income through the use of non-interest bearing escrows. As a mortgage servicer, we are required to advance certain amounts to meet the contractual loan servicing requirements for certain investors. We may advance principal, interest, property taxes and insurance for borrowers that have become delinquent, plus any other costs to preserve the property. Also, we will advance funds to maintain,

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repair and market foreclosed real estate properties. Such advances are typically repaid when the loan becomes current or repaid from the proceeds generated from the sale of the property subsequent to foreclosure.

We have hired a nationally recognized residential servicer to sub-service the servicing portfolio. Although we use a sub-servicer to provide primary servicing and certain default servicing functions, our servicing surveillance team, which is experienced in loss mitigation and real estate recovery, monitors and surveys the performance of the loans and sub-servicer. We generally earn a servicing fee on each loan, but we also incur the cost of the sub-servicer as well as the internal servicing surveillance team. Servicing fees are collected from interest payments made by the borrower. Incurring the cost of both a sub-servicer and an internal surveillance team reduces the net revenues we earn from the mortgage servicing portfolio, however, we believe it reduces our risk by minimizing delinquencies and repurchase risk.

During the six months ended June 30, 2016, the mortgage servicing portfolio increased to \$6.6 billion as of June 30, 2016 compared to \$4.1 billion as of June 30, 2015, generating servicing fees of \$4.9 million, and \$1.7 million in the six months ended June 30, 2016 and 2015, respectively. During the year ended December 31, 2015, the mortgage servicing portfolio increased to \$3.6 billion as of December 31, 2015 from \$2.3 billion at the end of 2014, generating gross servicing fees of \$10.1 million, and \$6.7 million in the years ended December 31, 2015 and 2014, respectively. We also sell servicing rights to fund the expansion of origination volumes resulting in a decrease in our servicing portfolio. We may continue to monetize servicing rights as needed in the future. Furthermore, the value of mortgage servicing rights are affected by increases and decreases in mortgage interest rates. Therefore, volatility in mortgage rates generally causes volatility in the value of mortgage servicing rights.

Recent Developments

During the months of July and August 2016, the Company's total mortgage lending originations were \$2.8 billion. The Company's loan originations by type for the periods indicated are as set forth below:

| (in millions) | For the three months ended | | | |
|---------------------------|--|--|-------------------|-------------------|
| | For the eight months ended August 31, 2016 | For the two months ended August 31, 2016 | June 30, 2016 | June 30, 2015 |
| Retail | \$ 6,313.9 | \$ 2,167.9 | \$ 2,493.0 | \$ 1,547.6 |
| Correspondent | 1,166.1 | 369.3 | 419.9 | 640.2 |
| Wholesale | 884.7 | 230.9 | 334.5 | 416.5 |
| Total originations | \$ 8,364.7 | \$ 2,768.1 | \$ 3,247.4 | \$ 2,604.3 |

As of June 30, 2016, the Company's locked pipeline was \$1.0 billion, and as of August 31, 2016, the Company's locked pipeline has grown to \$1.4 billion.

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As of August 31, 2016, the Company's mortgage servicing portfolio was \$8.6 billion. The outstanding principal balance of the Company's servicing portfolio is set forth below:

| (in millions) | As of | | |
|-----------------------------------|-----------------|---------------|-------------------|
| | August 31, 2016 | June 30, 2016 | December 31, 2015 |
| Government insured ⁽¹⁾ | \$ 839.1 | \$ 575.8 | \$ 675.7 |
| Conventional ⁽²⁾ | 7,571.6 | 5,875.3 | 2,799.8 |