

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**IMPAC MORTGAGE HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**IMPAC MORTGAGE HOLDINGS, INC.**  
**1950 Jamboree Road**  
**Irvine, California 92612**

**Supplement to Notice of 2020 Annual Meeting of Stockholders and Proxy Statement Dated May 1, 2020 for the Annual Meeting of Stockholders to be held on June 23, 2020**

This proxy statement supplement, or Supplement, provides updated information with respect to the 2020 Annual Meeting of Stockholders, or Annual Meeting, of Impac Mortgage Holdings, Inc., a Maryland corporation to be held virtually on Tuesday, June 23, 2020 at 9:00 a.m. Pacific Daylight Time. Unless the context otherwise requires, references to “Impac” “the company,” “we,” and “our” refer to Impac Mortgage Holdings, Inc.

On May 1, 2020, the Company commenced distribution of a Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders, or Notice, for the Annual Meeting. On May 28, 2020 the Company supplemented its proxy statement and announced that its annual meeting would be held virtually. This Supplement, which describes a recent change in the proposed nominees for election to the Company’s Board of Directors, or Board, should be read in conjunction with the Notice and Proxy Statement.

**Withdrawal of Nominee for Election as Director**

As previously disclosed by the Company on a Current Report on Form 8-K filed with the SEC on June 5, 2020, Thomas B. Akin announced his resignation from our Board of Directors. Mr. Akin’s decision to resign from the Board was not related to a disagreement with the Company over any of its operations, policies or practices. Accordingly, Mr. Akin’s nomination for re-election to the Board at the Annual Meeting has been withdrawn.

**Proposed Change to Elect the 4 Remaining Director Nominees in Proposal No. 1**

In light of Mr. Akin’s resignation from the Board and the subsequent withdrawal of his name as a nominee for re-election to the Board, Proposal No. 1 in the Notice and Proxy Statement now proposes to elect the four (4) remaining director nominees named in the Proxy Statement to hold office until the next annual meeting of stockholders.

**THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE FOUR (4) REMAINING DIRECTOR NOMINEES**

**Voting Matters**

If you have already voted, you do not need to take any action unless you wish to change your vote. Proxy voting cards already returned by stockholders will remain valid and will be voted at the Annual Meeting unless revoked.

If we receive a proxy instruction from you over the Internet, by telephone or by mail before the Annual Meeting, your shares will be voted for the directors nominated by the Board as instructed by you, except that votes will not be cast for Mr. Akin because he has resigned from the Board and is no longer standing for re-election. If you have not yet voted, please complete the Proxy Card or submit your voting instructions, disregarding Mr. Akin’s name as a nominee for election as director.

---

None of the other agenda items presented in the Notice and Proxy Statement are affected by this Supplement, and shares represented by proxy instructions returned before the Annual Meeting will be voted with respect to all other matters properly brought before the Annual Meeting in accordance with those voting instructions.

Information regarding how to vote your shares, or revoke your proxy or voting instructions, is available in the Notice and Proxy Statement.

BY ORDER OF THE BOARD OF DIRECTORS,

NIMA J. VAHDAT  
GENERAL COUNSEL

By Order of the Board of Directors,

Dated: June 8, 2020

---