

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **March 28, 2006**

**Impac Mortgage Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**1-14100**

(Commission File Number)

**33-0675505**

(IRS Employer Identification No.)

**1401 Dove Street, Newport Beach, California**

(Address of Principal Executive Offices)

**92660**

(Zip Code)

**(949) 475-3600**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 28, 2006, the Board of Directors ("Board") of Impac Mortgage Holdings, Inc. (the "Company") approved an amendment (the "Amendment") to the Company's Amended and Restated Bylaws, as amended (the "Bylaws"), with respect to the time and date of the Annual Meeting of stockholders of the Company. Article II, Section 2 of the Bylaws was deleted in its entirety and replaced with a new Article II, Section 2 pursuant to the Amendment.

Previously, Article II, Section 2 stated that the time and date of the Annual Meeting of stockholder shall be within a 31 day period commencing on June 1, 2005, a 31 day period commencing on May 1, 2006, a 31 day period commencing on April 1, 2007, and a 31 day period commencing on April 1st each year thereafter. As amended, Article II, Section 2 now states that the time and date of the Annual Meeting shall be within a 31 day period commencing on June 1, 2006, a 31 day period commencing on May 1, 2007, a 31 day period commencing on April 1, 2008, and a 31 day period commencing on April 1st each year thereafter.

The Amendment is effective as of March 28, 2006. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 3.2(c) hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

3.2 Bylaws of the Company, as amended and restated (incorporated by reference to the corresponding exhibit number of the Company's Quarterly Report on Form 10-Q for the period ending March 31, 1998).

3.2(a) Amendment to Bylaws of the Company (incorporated by reference to exhibit 3.2(a) of the Company's Registration Statement of Form S-3 (File No. 333-111517) filed with the Securities and Exchange Commission on December 23, 2003).

- 3.2(b) Second Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.2(b) of the Company's Form 8-K, filed with the Securities and Exchange Commission on April 1, 2005).
- 3.2(c) Third Amendment to Bylaws of the Company.

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMPAC MORTGAGE HOLDINGS, INC.

Date: March 29, 2006

By: /s/ Ronald M. Morrison  
Name: Ronald M. Morrison  
Title: General Counsel and Secretary

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### Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
3.2	Bylaws of the Company, as amended and restated (incorporated by reference to the corresponding exhibit number of the Company's Quarterly Report on Form 10-Q for the period ending March 31, 1998).
3.2(a)	Amendment to Bylaws of the Company (incorporated by reference to exhibit 3.2(a) of the Company's Registration Statement of Form S-3 (File No. 333-111517) filed with the Securities and Exchange Commission on December 23, 2003).
3.2(b)	Second Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.2(b) of the Company's Form 8-K, filed with the Securities and Exchange Commission on April 1, 2005).
3.2(c)	Third Amendment to Bylaws of the Company.

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AMENDMENT NO. 3  
TO  
AMENDED AND RESTATED BYLAWS, AS AMENDED,  
OF  
IMPAC MORTGAGE HOLDINGS, INC.

Article II, Section 2 of the Amended and Restated Bylaws, as amended, shall be stricken in its entirety and replaced with the following language:

**Section 2. Annual Meeting.** The Annual Meeting of stockholders of the Corporation shall be held on such date, and at such time, as shall be designated annually by the Board of Directors which time and date shall be within a 31 day period commencing on June 1, 2006, a 31 day period commencing on May 1, 2007, a 31 day period commencing on April 1, 2008, and a 31 day period commencing on April 1st each year thereafter. The date, time and place shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, at which meeting the stockholders shall elect a Board of Directors and transact such other business as may be properly brought before the meeting.

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