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IMPAC MORTGAGE HOLDINGS INC

Form 8-K

October 24, 2001

Securities and Exchange Commission  
Washington, D.C. 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): October 22, 2001

IMPAC MORTGAGE HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Maryland (State or Other Jurisdiction of Incorporation)	0-19861 (Commission File Number)	33-0675505 (I.R.S. Employer Identification No.)
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1401 Dove Street, Newport Beach, CA, 92660  
(Address of principal executive offices including zip code)

(949) 475-3600  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. Other Events

This filing is made to effect the incorporation by reference of the accompanying exhibits in the Company's Registration Statement No. 333-34137 on Form S-3, filed with the Securities and Exchange Commission, which became effective on May 8, 1998, to supply information omitted from Item 14 of the above described Registration Statement (Attached as Annex A).

ITEM 7. Exhibits

(c) Exhibits

1.1 - Underwriting Agreement.

5.1 - Legal Opinion of Kirkpatrick & Lockhart LLP.

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- 5.2 - Legal Opinion of McKee Nelson LLP.
- 8.1 - Legal Opinion of McKee Nelson LLP regarding tax matters.
- 23.1 - Consent of KPMG LLP regarding the Company.
- 23.2 - Consent of KPMG LLP regarding Impac Funding Corporation.
- 23.3 - Consent of Kirkpatrick & Lockhart (contained in Exhibit 5.1).
- 23.3 - Consent of McKee Nelson LLP (contained in Exhibit 5.2).
- 23.4 - Consent of McKee Nelson LLP (contained in Exhibit 8.1).

### SIGNATURES

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

IMPAC MORTGAGE HOLDINGS, INC.

By: /S/ WILLIAM S. ASHMORE

-----  
William S. Ashmore  
President and  
Chief Operating Officer

Date: October 22, 2001

### ANNEX A

#### ITEM 14. Other Expenses of Issuance and Distribution

The estimated expenses, other than underwriting discounts and commissions, in connection with the offering of Securities are:

Legal Fees and Expenses	\$ 155,000
Accounting Fees and Expenses	55,000
American Stock Exchange Listing Fee	17,500
Printing and Engraving Expenses	60,000

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Transfer and Registrar Fees	3,500
Miscellaneous	9,000
TOTAL	\$300,000 =====