

IMPAC MORTGAGE HOLDINGS INC

Form 10-Q

November 08, 2018

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2018

or

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

For the transition period from to

Commission File Number: 1-14100

IMPAC MORTGAGE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

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Maryland	33-0675505
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

19500 Jamboree Road, Irvine, California 92612

(Address of principal executive offices)

(949) 475-3600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2) Yes No

There were 21,117,006 shares of common stock outstanding as of November 2, 2018.

Table of Contents

IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES

FORM 10-Q QUARTERLY REPORT

TABLE OF CONTENTS

	Page
 <u>PART I. FINANCIAL INFORMATION</u>	
 <u>ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS</u>	
<u>Consolidated Balance Sheets as of September 30, 2018 (unaudited) and December 31, 2017</u>	3
<u>Consolidated Statements of Operations and Comprehensive (Loss) Earnings for the Three and Nine Months Ended September 30, 2018 and 2017 (unaudited)</u>	4
<u>Consolidated Statement of Changes in Stockholders' Equity for the Nine Months Ended September 30, 2018 (unaudited)</u>	5
<u>Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2018 and 2017 (unaudited)</u>	6
<u>Notes to Unaudited Consolidated Financial Statements</u>	7
 <u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	
<u>Forward-Looking Statements</u>	34
<u>The Mortgage Industry and Discussion of Relevant Fiscal Periods</u>	34
<u>Selected Financial Results</u>	35
<u>Status of Operations</u>	35
<u>Liquidity and Capital Resources</u>	39
<u>Critical Accounting Policies</u>	41
<u>Financial Condition and Results of Operations</u>	41
 <u>ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	
 <u>ITEM 4. CONTROLS AND PROCEDURES</u>	
 <u>PART II. OTHER INFORMATION</u>	
 <u>ITEM 1. LEGAL PROCEEDINGS</u>	
 <u>ITEM RISK FACTORS</u>	
<u>1A.</u>	68
 <u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	
 <u>ITEM 3. DEFAULTS UPON SENIOR SECURITIES</u>	
 <u>ITEM 4. MINE SAFETY DISCLOSURES</u>	

<u>ITEM 5. OTHER INFORMATION</u>	68
<u>ITEM 6. EXHIBITS</u>	68
<u>SIGNATURES</u>	69
CERTIFICATIONS	

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	September 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
Cash and cash equivalents	\$ 29,217	\$ 33,223
Restricted cash	4,440	5,876
Mortgage loans held-for-sale	344,681	568,781
Finance receivables	731	41,777
Mortgage servicing rights	181,005	154,405
Securitized mortgage trust assets	3,311,785	3,670,550
Goodwill	—	104,587
Intangible assets, net	380	21,582
Loans eligible for repurchase from Ginnie Mae	78,707	47,697
Other assets	26,756	33,222
Total assets	\$ 3,977,702	\$ 4,681,700
LIABILITIES		
Warehouse borrowings	\$ 315,152	\$ 575,363
MSR financings	62,000	35,133
Convertible notes, net	24,982	24,974
Long-term debt	46,738	44,982
Securitized mortgage trust liabilities	3,296,242	3,653,265
Liability for loans eligible for repurchase from Ginnie Mae	78,707	47,697
Contingent consideration	—	554
Other liabilities	36,227	34,585
Total liabilities	3,860,048	4,416,553
Commitments and contingencies (See Note 11)		
STOCKHOLDERS' EQUITY		
Series A-1 junior participating preferred stock, \$0.01 par value; 2,500,000 shares authorized; none issued or outstanding	—	—
Series B 9.375% redeemable preferred stock, \$0.01 par value; liquidation value \$30,680; 2,000,000 shares authorized, 665,592 noncumulative shares issued and outstanding as of September 30, 2018 and December 31, 2017 (See Note 12)	7	7
Series C 9.125% redeemable preferred stock, \$0.01 par value; liquidation value \$35,127; 5,500,000 shares authorized; 1,405,086 noncumulative shares issued and outstanding as of September 30, 2018 and December 31, 2017	14	14
	211	209

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Common stock, \$0.01 par value; 200,000,000 shares authorized; 21,110,506 and 20,949,679 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively

Additional paid-in capital	1,234,946	1,233,704
Accumulated other comprehensive earnings, net of tax	25,078	—
Net accumulated deficit:		
Cumulative dividends declared	(822,520)	(822,520)
Retained deficit	(320,082)	(146,267)
Net accumulated deficit	(1,142,602)	(968,787)
Total stockholders' equity	117,654	265,147
Total liabilities and stockholders' equity	\$ 3,977,702	\$ 4,681,700

See accompanying notes to unaudited consolidated financial statements

Table of Contents

IMPAC MORTGAGE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) EARNINGS

(in thousands, except per share data)

(Unaudited)

	For the Three Months		For the Nine Months Ended	
	Ended September 30, 2018	2017	September 30, 2018	2017
Revenues:				
Gain on sale of loans, net	\$ 13,673	\$ 42,476	\$ 53,896	\$ 116,602
Servicing fees, net	10,124	8,492	29,445	23,575
(Loss) gain on mortgage servicing rights, net	(5,192)	(10,513)	2,682	(18,159)
Real estate services fees, net	711	1,355	3,134	4,492
Other	71	266	278	541
Total revenues	19,387	42,076	89,435	127,051
Expenses:				
Personnel expense	16,061	23,062	50,481	69,353
Business promotion	4,351	10,403	23,082	30,744
General, administrative and other	7,897	8,497	27,018	24,845
Intangible asset impairment	4,897	—	18,347	—
Goodwill impairment	29,925	—	104,587	—
Accretion of contingent consideration	—	396	—	1,948
Change in fair value of contingent consideration	—	(4,798)	—	(11,052)
Total expenses	63,131	37,560	223,515	115,838
Operating (loss) income	(43,744)	4,516	(134,080)	11,213
Other (expense) income:				
Interest income	45,888	57,854	145,103	180,011
Interest expense	(45,477)	(56,308)	(143,126)	(176,921)
Loss on extinguishment of debt	—	—	—	(1,265)
Change in fair value of long-term debt	(785)	104	697	(2,657)
Change in fair value of net trust assets, including trust REO gains	(1,315)	(1,745)	(3,236)	6,578
Total other (expense) income, net	(1,689)	(95)	(562)	5,746
(Loss) earnings before income taxes	(45,433)	4,421	(134,642)	16,959
Income tax expense	12	2,104	4,328	3,575
Net (loss) earnings	\$ (45,445)	\$ 2,317	\$ (138,970)	\$ 13,384
Other comprehensive (loss) earnings:				
Change in fair value of instrument specific credit risk	\$ 25	\$ —		