

CHIMERA INVESTMENT CORP  
Form 8-A12B  
January 17, 2019

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**CHIMERA INVESTMENT CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation)**

**001-33796**  
**(Commission File Number)**

**26-0630461**  
**(IRS Employer Identification No.)**

**520 Madison Avenue, 32<sup>nd</sup> Floor**

**New York, New York 10022**

**(Address and zip code of principal executive offices)**

**Registrant's telephone number, including area code: (212) 626-2300**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>  | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---|--|
| <b>8.00% Series D Fixed-to-Floating Rate<br/>Cumulative Redeemable<br/>Preferred Stock, \$0.01 par value per share<br/>(\$25.00 liquidation preference per share)</b> | <b>New York Stock Exchange</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates (if applicable):**

**File No. 333-229255**

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the Series D Preferred Stock), to be registered hereunder is contained in the section entitled "Description of the Series D Preferred Stock" in the Registrant's prospectus supplement dated January 15, 2019, as filed with the U.S. Securities and Exchange Commission (the Commission) on January 16, 2019 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, and in the section entitled "Description of Equity Securities" in the accompanying prospectus dated January 14, 2019, which sections are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

| No.  | Description   |
|------|---|
| 3.1  | Articles of Amendment and Restatement of Chimera Investment Corporation (filed with the Commission as Exhibit 3.1 to the Registrant's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-145525) filed on September 27, 2007 and incorporated herein by reference).   |
| 3.2  | Articles of Amendment of Chimera Investment Corporation (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 28, 2009 and incorporated herein by reference).   |
| 3.3  | Articles of Amendment of Chimera Investment Corporation (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 5, 2010 and incorporated herein by reference).   |
| 3.4  | Articles of Amendment of Chimera Investment Corporation (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 6, 2015 and incorporated herein by reference).  |
| 3.5  | Articles of Amendment of Chimera Investment Corporation (filed with the Commission as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on April 6, 2015 and incorporated herein by reference).  |
| 3.6  | Articles of Amendment of Chimera Investment Corporation.*   |
| 3.7  | Articles Supplementary to the Articles of Amendment and Restatement of Chimera Investment Corporation designating the shares of 8.00% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 12, 2016 and incorporated herein by reference).                                  |
| 3.8  | Articles Supplementary to the Articles of Amendment and Restatement of Chimera Investment Corporation designating the shares of 8.00% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share (filed with the Commission as Exhibit 3.7 to the Registrant's Registration Statement on Form 8-A filed on February 24, 2017 and incorporated herein by reference).  |
| 3.9  | Articles Supplementary to the Articles of Amendment and Restatement of Chimera Investment Corporation designating the shares of 7.75% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share (filed with the Commission as Exhibit 3.8 to the Registrant's Registration Statement on Form 8-A filed on September 18, 2018 and incorporated herein by reference). |
| 3.10 | Articles Supplementary to the Articles of Amendment and Restatement of Chimera Investment Corporation designating the shares of 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable   |

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Preferred Stock, \$0.01 par value per share.\*

- 3.11 Amended and Restated Bylaws of Chimera Investment Corporation (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 10, 2017 and incorporated herein by reference).
- 4.1 Form of specimen certificate representing the shares of 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share.\*

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**CHIMERA INVESTMENT CORPORATION**

Date: January 17, 2019

By: /s/ Rob Colligan  
Name: Rob Colligan  
Title: Chief Financial Officer