

# CHIMERA INVESTMENT CORP

Filed by  
**COOPERMAN LEON G**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/14/17

Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
CIK	0001409493
Symbol	CIM
SIC Code	0000 - Unknown
Fiscal Year	12/31

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

**SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No 5)\***

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**CHIMERA INVESTMENT CORPORATION**

(Name of Issuer)

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Common Stock, par value \$0.01 per share

(Title of Class of Securities)

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16934Q109

(CUSIP Number)

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December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> LEON G. COOPERMAN	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 5,225,077
	<b>6</b>	<b>SHARED VOTING POWER</b> -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 5,225,077
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 5,225,077	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 2.78%	
<b>12</b>	<b>TYPE OF REPORTING PERSON</b> IN	

**Item 1(a). Name of Issuer:****CHIMERA INVESTMENT CORPORATION****Item 1(b). Address of Issuer's Principal Executive Offices:**

1211 Avenue of the Americas, Suite 2902, New York NY 10036

**Item 2(a). Name of Person Filing:**

This statement is filed on behalf of Leon G. Cooperman ("Mr. Cooperman"). Mr. Cooperman is engaged in, among other activities, investing for his own account. Mr. Cooperman is the Managing Member of Omega Associates, L.L.C. ("Associates"), a limited liability company organized under the laws of the State of Delaware. Associates is a private investment firm formed to invest in and act as general partner of investment partnerships or similar investment vehicles. Associates is the general partner of limited partnerships organized under the laws of Delaware known as Omega Capital Partners, L.P. ("Capital LP"), Omega Capital Investors, L.P. ("Investors LP"), and Omega Equity Investors, L.P. ("Equity LP"), and also the general partner of Omega Charitable Partnership L.P. ("Charitable LP"), an exempted limited partnership registered in the Cayman Islands. These entities are private investment firms engaged in the purchase and sale of securities for investment for their own accounts.

Mr. Cooperman is the President, CEO, and sole stockholder of Omega Advisors, Inc. ("Advisors"), a Delaware corporation, engaged in providing investment management services, and Mr. Cooperman controls said entity.

Advisors serves as the investment manager to Omega Overseas Partners, Ltd. ("Overseas"), a Cayman Island exempted company, with a registered address at c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands, British West Indies. Mr. Cooperman has investment discretion over Overseas' portfolio investments and is deemed to control such investments.

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, Charitable LP, Credit LP, Overseas, and Advisors. The principal business office of Associates, Capital LP, Investors LP, Equity LP, Overseas, Charitable LP, Credit LP and Advisors is 810 Seventh Avenue, 33rd floor, New York, New York 10019.

Mr. Cooperman is married to an individual named Toby Cooperman. Mr. Cooperman has an adult son named Michael S. Cooperman and a minor grandchild named Asher Silvin Cooperman. The Michael S. Cooperman WRA Trust (the "WRA Trust"), is an irrevocable trust for the benefit of Michael S. Cooperman. Mr. Cooperman has investment authority over the Shares (as defined below) held by Toby Cooperman, Michael S. Cooperman, the UTMA account for Asher Silvin Cooperman, and the WRA Trust accounts.

Mr. Cooperman is one of the Trustees of The Leon and Toby Cooperman Foundation (the "Foundation"), a charitable trust dated December 16, 1981. The other Trustees are family members. Mr. Cooperman is also one of the Trustees of The Cooperman Family Fund for a Jewish Future ("Family Fund"), a Type 1 charitable supporting foundation. Mr. Cooperman helps manage the investments of JCF Metrowest of NJ ("JCF") a charitable organization, and JCF is the sponsoring organization of the Family Fund. Mr. Cooperman has investment discretion over the Shares held by the Uncommon Knowledge and Achievement, Inc. (the "Uncommon"), a 501(c)(3) Delaware charitable foundation. Mr. Cooperman is the Trustee of the Cooperman Florida Qualified Residence Trust dated May 1, 1996 (the "Residence Trust"), an irrevocable QPRT trust.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

St. Andrew's Country Club, 7118 Melrose Castle Lane, Boca Raton, FL 33496. See Item 2(a) above for Charitable.

**Item 2(c). Citizenship:**

United States

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share (the "Shares")

**Item 2(e). CUSIP Number:**

16934Q109

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**Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c);**

This Item 3 is inapplicable.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a)(b) Amount beneficially owned and percent of Class:

Mr. Cooperman may be deemed the beneficial owner of 5,225,077 Shares, which constitutes approximately 2.78 % of the total number of Shares outstanding. This consists of 3,543,317 Shares owned by Mr. Cooperman; 300,000 Shares owned by Toby Cooperman; 400,000 Shares owned by the Foundation; 25,000 Shares owned by the Family Fund; 365,000 Shares owned by Michael S. Cooperman; 500,000 Shares owned by the WRA Trust; 6,760 Shares owned by the UTMA account for Asher Silvin Cooperman; 60,000 Shares owned by the Uncommon; 5,000 Shares owned by the Residence Trust; and 20,000 Shares owned by JCF.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

5,225,077

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

5,225,077

(iv) Shared power to dispose or to direct the disposition of:

0

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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

This Item 6 is not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group.**

This Item 8 is not applicable.

**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2017

LEON G. COOPERMAN

By: /s/ Edward Levy

Edward Levy

Attorney-in-Fact

Duly authorized under POA effective as of August 10, 2016 and filed on August 12, 2016.

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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