

# CHIMERA INVESTMENT CORP

## **FORM S-8 POS** (Post-Effective Amendment to an S-8 filing)

Filed 05/27/15

|             |   |
|-------------|---|
| Address     | 520 MADISON AVENUE<br>32ND FLOOR<br>NEW YORK, NY, 10022 |
| Telephone   | 212-626-2300  |
| CIK         | 0001409493  |
| Symbol      | CIM   |
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| Sector      | Financials  |
| Fiscal Year | 12/31   |

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

**FORM S-8  
(POST-EFFECTIVE AMENDMENT NO. 1)**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**CHIMERA INVESTMENT CORPORATION**  
(Exact Name of Registrant as Specified in its Governing Instruments)

**Maryland** **26-0630461**  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

**1211 Avenue of the Americas  
New York, New York**  
(Address of principal executive offices)

**10036**  
(Zip Code)

**2007 Equity Incentive Plan**  
(Full Title of the Plan)

**1211 Avenue of the Americas  
New York, New York 10036  
(212) 696-0100**  
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Matthew Lambiase  
Chief Executive Officer and President  
Chimera Investment Corporation  
1211 Avenue of the Americas  
New York, New York 10036**  
(Name and Address, of Agent for Service)

**(212) 696-0100**  
(Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Phillip J. Kardis, II  
Robert K. Smith  
K&L Gates LLP  
1601 K Street, N.W.  
Washington, DC 20006  
(202) 778-9000**

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## EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (the “Post-Effective Amendment No. 1”) relates to the Registration Statement on Form S-8 (File No. 333-147747) filed with the Securities and Exchange Commission (the “SEC”) by Chimera Investment Corporation (the “Registrant”) on November 30, 2007 (the “2007 Registration Statement”) and is being filed to adjust the number of securities covered by the 2007 Registration Statement pursuant to Rule 416(b) of the Securities Act of 1933, as amended (the “Securities Act”), and related interpretations of the staff of the SEC.

The 2007 Registration Statement registered 2,956,393 shares of common stock, par value \$0.01 per share (the “Common Stock”), of the Registrant to be issued pursuant to the Registrant’s 2007 Equity Incentive Plan (the “2007 Plan”). On April 6, 2015, the Registrant completed a one-for-five reverse stock split of the Common Stock (the “Reverse Stock Split”). Accordingly, the purpose of this Post-Effective Amendment No. 1 is to proportionately reduce the number of shares of Common Stock covered by the 2007 Registration Statement. As a result, as of April 6, 2015, on a post-reverse split basis, the 2007 Registration Statement now covers a maximum of 591,278 shares of Common Stock.

Except to the extent specified above, the 2007 Registration Statement, as originally filed, is not amended or otherwise affected by this Amendment No. 1.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC pursuant to the Securities Act, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 2, 2015.
- (b) The Registrant’s Quarterly Report on Form 10-Q for the period ended March 31, 2015 filed on May 11, 2015.
- (c) The Registrant’s Current Reports on Forms 8-K filed on April 6, 2015 and May 21, 2015.
- (d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed under the Exchange Act on November 5, 2007, and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

### Item 8. Exhibits.

See the attached Exhibit Index, which is incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 26, 2015.

### CHIMERA INVESTMENT CORPORATION

By: /s/ Matthew Lambiase  
Matthew Lambiase  
President and Chief Executive Officer

Each person whose signature appears below hereby authorizes Matthew Lambiase and Robert Colligan, and each of them, as attorney-in-fact and agents, each with full power of substitution and resubstitution, to sign on his or her behalf, individually and in each capacity stated below, any amendment, including post-effective amendments to this registration statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signatures</u>                               | <u>Title</u>  | <u>Date</u>  |
|---|---|--------------|
| <u>/s/ Matthew Lambiase</u><br>Matthew Lambiase | Chief Executive Officer,<br>President and Director (principal<br>executive officer) | May 26, 2015 |
| <u>/s/ Robert Colligan</u><br>Robert Colligan   | Chief Financial Officer (principal<br>financial and accounting officer)             | May 26, 2015 |
| <u>/s/ Paul Donlin</u><br>Paul Donlin           | Director  | May 26, 2015 |
| <u>/s/ Mark Abrams</u><br>Mark Abrams           | Director  | May 26, 2015 |
| <u>/s/ Paul Keenan</u><br>Paul Keenan           | Director  | May 26, 2015 |
| <u>/s/ Gerard Creagh</u><br>Gerard Creagh       | Director  | May 26, 2015 |
| <u>/s/ Dennis Mahoney</u><br>Dennis Mahoney     | Director  | May 26, 2015 |
| <u>/s/ John P. Reilly</u><br>John P. Reilly     | Director  | May 26, 2015 |

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## EXHIBIT INDEX

### Exhibit

| Number | Exhibit Description   |
|--------|---|
| 5.1    | Opinion of K&L Gates LLP (including consent of such firm)*                        |
| 23.1   | Consent of Ernst & Young LLP*   |
| 23.2   | Consent of K&L Gates LLP (included in Exhibit 5.1)                                |
| 24.1   | Power of Attorney (included on the signature page to this registration statement) |

\* filed herewith

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May 26, 2015

Chimera Investment Corporation  
1211 Avenue of the Americas  
New York, New York 10036

Ladies and Gentlemen:

We have acted as your counsel in connection with Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "1933 Act") for the registration of 2,956,393 shares (the "Current Shares") of common stock, par value \$0.01 per share ("Common Stock"), of Chimera Investment Corporation, a Maryland corporation (the "Company"), that are issuable under the Company's 2007 Equity Incentive Plan (the "Plan"). On April 6, 2015, the Company completed a one-for-five reverse stock split of its Common Stock (the "Reverse Stock Split"). Accordingly, the Amendment is being filed to proportionately reduce the number of shares of Common Stock covered by the Registration Statement. As a result, as of April 6, 2015, on a post-reverse split basis, the Registration Statement will cover a maximum of 591,278 shares (the "New Shares") of Common Stock.

You have requested our opinion as to the matters set forth below in connection with the Amendment. For purposes of rendering that opinion, we have examined the Registration Statement, the Amendment, the Company's Articles of Amendment and Restatement and Bylaws, the Plan and the corporate action of the Company approving and adopting the Amendment, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. In rendering our opinion, we also have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Our opinion set forth below is limited to the law of the State of Maryland.

Based upon and subject to the foregoing, it is our opinion that the New Shares, when and if issued and delivered against payment therefor in accordance with the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations thereunder.

Yours truly,  
/s/ K&L Gates LLP  
K&L G A T E S LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-147747) pertaining to the 2007 Equity Incentive Plan of Chimera Investment Corporation (the “Company”) of our reports dated March 2, 2015, with respect to the consolidated financial statements of the Company and the effectiveness of internal control over financial reporting of the Company included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY

May 26, 2015

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