

CHIMERA INVESTMENT CORP

FORM 8-K (Current report filing)

Filed 04/06/15 for the Period Ending 04/06/15

Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
CIK	0001409493
Symbol	CIM
SIC Code	6798 - Real Estate Investment Trusts
Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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):
April 6, 2015

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

Maryland
(State or Other Jurisdiction
of Incorporation)

1-33796
(Commission
File Number)

26-0630461
(IRS Employer
Identification No.)

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

10036
(Zip Code)

Registrant's telephone number, including area code: (646) 454-3759

No Change
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 3.03 Material Modification to the Rights of Security Holders

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

Chimera Investment Corporation (“Chimera”) filed two amendments to its Amended and Restated Articles of Incorporation (the “Amendments”) with the Secretary of State of the State of Maryland, which effected a one-for-five reverse stock split of its common stock (the “Reverse Stock Split”). The first Amendment, effective as of 5:01 p.m. EST on April 6, 2015, converted every five shares of Chimera’s issued and outstanding common stock, \$0.01 par value per share, into one share of Chimera’s common stock, \$0.05 per share. The second Amendment, effective as of 5:02 p.m. EST on April 6, 2015, reduced the par value of Chimera’s issued and outstanding common stock to \$0.01 per share and reduced the number of Chimera’s authorized shares, on a one-for-five basis, to 300 million shares.

The above description of the Amendments is qualified in its entirety by reference to the Amendments, copies of which are attached hereto as Exhibits 3.1 and 3.2.

The full text of Chimera’s press release issued in connection with the foregoing matter is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

In connection with the Reverse Stock Split, the number of shares subject to each issued and outstanding award under Chimera’s 2007 Equity Incentive Plan (the “Plan”) was proportionately adjusted to reflect the Reverse Stock Split. Additionally, the number of shares available under the Plan was proportionately adjusted to reflect the Reverse Stock Split such that the total number of shares that may be issuable under the Plan, in the aggregate, may not exceed 8,000,000 shares. Any other affected terms of the Plan and any awards thereunder were adjusted to the extent necessary to reflect proportionately the Reverse Stock Split.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 Certificate of Amendment to the Company's Articles of Incorporation

3.2 Certificate of Amendment to the Company's Articles of Incorporation

99.1 Press Release, dated April 6, 2015, issued by Chimera Investment Corporation.

SIGNATURES

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

Chimera Investment Corporation

By: /s/ Rob Colligan

Name: Rob Colligan

Title: Chief Financial Officer

Date: April 6, 2015

CHIMERA INVESTMENT CORPORATION

ARTICLES OF AMENDMENT

Chimera Investment Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended to provide that, at the Effective Time (as defined below), every five shares of common stock, \$0.01 par value per share, of the Corporation, which were issued and outstanding immediately prior to the Effective Time, shall be changed into one issued and outstanding share of common stock, \$0.05 par value per share. Any fraction of a share of common stock that would otherwise have resulted from the foregoing combination shall be settled by cash payment, calculated according to the average per share closing price of the Corporation's common stock for the three consecutive trading days ending on April 6, 2015.

SECOND: The amendment to the charter of the Corporation as set forth above has been duly approved by at least a majority of the entire Board of Directors of the Corporation as required by the Maryland General Corporation Law (the "MGCL"). Pursuant to Section 2-309 (e) of the MGCL, no stockholder approval was required.

THIRD: There has been no increase in the authorized stock of the Corporation effected by the amendment to the charter of the Corporation as set forth above.

FOURTH: These Articles of Amendment shall be effective at 5:01 p.m. EST on April 6, 2015 (the "Effective Time").

FIFTH: The undersigned Chief Executive Officer and President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer and President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its Chief Executive Officer and President and attested to by its Chief Financial Officer and Secretary on this 1st day of April, 2015.

ATTEST:

CHIMERA INVESTMENT CORPORATION

By: /s/ Robert Colligan
Name: Robert Colligan
Title: Chief Financial Officer
and Secretary

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

CHIMERA INVESTMENT CORPORATION

ARTICLES OF AMENDMENT

Chimera Investment Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended, as of the Effective Time (as defined below), to decrease the par value of the shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time from \$0.05 per share to \$0.01 per share.

SECOND: The charter of the Corporation is hereby further amended by deleting the existing Section 6.1 in its entirety and adding a new Section 6.1 to read as follows:

"6.1 Authorized Shares. The Corporation has authority to issue 400,000,000 shares of stock, consisting of 300,000,000 shares of common stock, \$0.01 par value per share ("Common Stock"), and 100,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$4,000,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. The Board of Directors, without any action by the stockholders of the Corporation, may amend the Charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue."

THIRD: The amendments to the charter of the Corporation as set forth above have been duly approved by a majority of the entire Board of Directors of the Corporation as required by the Maryland General Corporation Law (the "MGCL"). The amendments set forth herein are limited to changes expressly authorized to be made without action by the stockholders of the Corporation by, as applicable, (a) Section 2-105(a)(13) of the MGCL and the charter of the Corporation; or (b) Section 2-605(a)(2) of the MGCL .

FOURTH: These Articles of Amendment shall be effective at 5:02 p.m. EST on April 6, 2015 (the "Effective Time").

FIFTH: The undersigned Chief Executive Officer and President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer and President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its Chief Executive Officer and President and attested to by its Chief Financial Officer and Secretary on this 1st day of April, 2015.

ATTEST:

CHIMERA INVESTMENT CORPORATION

By: /s/ Robert Colligan
Name: Robert Colligan
Title: Chief Financial Officer
and Secretary

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

Chimera Investment Corporation Announces Effectiveness of Reverse Stock Split

NEW YORK--(BUSINESS WIRE)--April 6, 2015--Chimera Investment Corporation (NYSE:CIM) today announced the effectiveness of its previously disclosed one-for-five reverse stock split. Beginning with the opening of trading on Tuesday, April 7, 2015, Chimera's common stock will trade on the NYSE on a split-adjusted bases under the symbol "CIM", with a new CUSIP of 16934Q 208. As a result of the reverse stock split, the number of outstanding shares of Chimera's common stock were reduced from approximately 1 billion to approximately 200 million. Concurrently, the authorized number of shares of common stock were reduced from 1.5 billion to 300 million. The par value of the Chimera's common stock will remain at \$0.01 per share after the reverse stock split.

No fractional shares were issued in connection with the reverse stock split. Instead, each stockholder holding fractional shares will receive, in lieu of such fractional shares, cash in an amount determined on the basis of the average closing price of Chimera's common stock on the NYSE for the three consecutive trading days ending on April 6, 2015. Stockholders of record will receive information from Computershare, Chimera's transfer agent, regarding their stock ownership and, if applicable, cash in lieu of fractional share payments. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take any action in connection with the reverse stock split.

Other Information

Chimera Investment Corporation invests in residential mortgage loans, residential mortgage-backed securities, real estate-related securities and various other asset classes. The Company's principal business objective is to generate income from the spread between yields on its investments and its cost of borrowing and hedging activities. The Company is a Maryland corporation that has elected to be taxed as a real estate investment trust ("REIT").

This news release and our public documents to which we refer contain or incorporate by reference certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements which are based on various assumptions (some of which are beyond our control) may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may," "would," "will" or similar expressions, or variations on those terms or the negative of those terms. Actual results could differ materially from those set forth in forward-looking statements due to a variety of factors, including, but not limited to, our business and investment strategy; our projected financial and operating results; our ability to maintain existing financing arrangements, obtain future financing arrangements and the terms of such arrangements; general volatility of the securities markets in which we invest; the implementation, timing and impact of, and changes to, various government programs, our expected investments; changes in the value of our investments; interest rate mismatches between our investments and our borrowings used to fund such purchases; changes in interest rates and mortgage prepayment rates; effects of interest rate caps on our adjustable-rate investments; rates of default or decreased recovery rates on our investments; prepayments of the mortgage and other loans underlying our mortgage-backed or other asset-backed securities; the degree to which our hedging strategies may or may not protect us from interest rate volatility; impact of and changes in governmental regulations, tax law and rates, accounting guidance, and similar matters; availability of investment opportunities in real estate-related and other securities; availability of qualified personnel; estimates relating to our ability to make distributions to our stockholders in the future; our understanding of our competition; market trends in our industry, interest rates, the debt securities markets or the general economy; our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended; and our ability to maintain our qualification as a REIT for federal income tax purposes. For a discussion of the risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in our Annual Report on Form 10-K, and any subsequent Quarterly Reports on Form 10-Q. We do not undertake, and specifically disclaim all obligations, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

CONTACT:

Chimera Investment Corporation
Investor Relations, 646-454-3759
www.chimerareit.com