

CHIMERA INVESTMENT CORP

FORM 8-K (Current report filing)

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Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
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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):
November 1, 2017

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.)

520 Madison Avenue, 32nd Fl
New York, New York
(Address of principal executive offices)

10022
(Zip Code)

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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

(d) Appointment of New Independent Director

On November 1, 2017, the Board of Directors (the “Board”) of Chimera Investment Corporation (the “Company”) increased the number of directors who constitute the Board from seven to eight and appointed Teresa Bryce Bazemore as an independent director of the Board, effective immediately. Ms. Bazemore was elected to a term that continues until the Company’s 2018 annual meeting of stockholders and until her successor is duly elected and qualified. Ms. Bazemore was also elected to the Audit and Compensation Committees of the Board effective January 1, 2018.

Ms. Bazemore, age 58, has over 25 years as a senior executive in the mortgage banking field including from July 2008 to her retirement in April 2017 as the President of Radian Guaranty where she oversaw the strategic planning, business development and operations of the mortgage insurance business line. Prior to her position as the President, from October 2006 to July 2008, she served as Executive Vice President, General Counsel and Corporate Secretary and added the role of Chief Risk Officer of Radian Group in February 2007. Prior to joining the Radian Group, from June 2000 to May 2006, she was the Vice President, General Counsel, and Secretary for Nexstar Financial Corporation. Prior to Nexstar, from March 1997 to May 2000, she was the General Counsel of the mortgage banking line of business at Bank of America.

Ms. Bazemore was elected in August 2017 to the Federal Home Loan Bank of Pittsburgh (“FHLB Pittsburgh”) as an independent director. She serves on the FHLB Pittsburgh’s Affordable Housing, Products & Services Committee and on its Audit Committee. Ms. Bazemore earned a BA from the University of Virginia and a JD from Columbia University.

Ms. Bazemore will be compensated in accordance with the Company’s standard compensation policies and practices for the Board, the components of which were disclosed in the Company’s Proxy Statement for its 2016 Annual Meeting of Stockholders dated April 17, 2017.

Ms. Bazemore has entered into the Company’s standard indemnification agreement, a copy of which is filed as Exhibit 10.6 to the Company’s Report on Form 10-Q filed on November 5, 2015. There are no other arrangements or understandings between the appointee and any other person pursuant to which she was appointed. There are also no family relationships between the appointee and any director or executive officer of the Company and the appointee does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

A copy of the press release announcing the appointment of Ms. Bazemore to the Board of Directors of Chimera Investment Corporation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and the exhibit furnished hereunder shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

(d) Exhibits

[99.1 Press release dated November 1, 2017, announcing the appointment of Teresa Bryce Bazemore as director \(This exhibit is furnished and not filed\)](#)

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: November 1, 2017

Chimera Appoints New Board Member Teresa Bryce Bazemore

NEW YORK--(BUSINESS WIRE)--November 1, 2017--Chimera Investment Corporation, Inc. (NYSE:CIM) announced today that Teresa Bryce Bazemore has been appointed to the Company's Board of Directors. Ms. Bazemore has over 25 years as a senior executive in the mortgage banking field including most recently until April 2017 as the President of Radian Guaranty where she oversaw the strategic planning, business development and operations of the mortgage insurance business line.

In addition to Radian Guaranty where, prior to being named President, she served in executive capacities, including Executive Vice President, General Counsel, Chief Risk Officer and Corporate Secretary of Radian Group, Ms. Bazemore's extensive financial services background includes executive positions at Nexstar Financial Corporation, Bank of America Mortgage and PNC Mortgage Corp. of America.

Ms. Bazemore was recently elected to the Federal Home Loan Bank of Pittsburgh ("FHLB Pittsburgh") as an independent director. She serves on the FHLB Pittsburgh's Affordable Housing, Products & Services Committee and on its Audit Committee. Her professional affiliations have included the Economic Advisory Council of the Federal Reserve Bank of Philadelphia, the Fannie Mae National Advisory Council, the Mortgage Bankers Association of America Board of Directors and many others.

Ms. Bazemore earned a BA from the University of Virginia and a JD from Columbia University. She is the recipient of a number of awards and accolades, including Top 20 Leading Industry Women by Mortgage Banking Magazine, Women of Distinction Award from Philadelphia Business Journal, Most Powerful & Influential Women of Pennsylvania Award from the Pennsylvania Diversity Council and, most recently, the 2017 Paradigm Award from the Chamber of Commerce for Greater Philadelphia.

"We are pleased to welcome Teresa to our Board," said Paul Donlin, Chairman of the Board of Directors. "Teresa has extraordinary expertise in the mortgage banking industry, and we believe Chimera will benefit greatly from her extensive experience and perspective."

Other Information

Chimera Investment Corporation is a publicly traded real estate investment trust, or REIT, that is primarily engaged in real estate finance. We were incorporated in Maryland on June 01, 2007 and commenced operations on November 21, 2007. We invest, either directly or indirectly through our subsidiaries, in RMBS, residential mortgage loans, Agency CMBS, commercial mortgage loans, real estate-related securities and various other asset classes. We have elected and believe that we are organized and have operated in a manner that enables us to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, or the Code.

Please visit www.chimerareit.com and click on Investor Relations for additional information about us.

Disclaimer

This press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Actual results may differ from expectations, estimates and projections and, consequently, readers should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “target,” “assume,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believe,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from expected results, including, among other things, those described in our Annual Report on Form 10-K for the year ended December 31, 2016, and any subsequent Quarterly Reports on Form 10-Q, under the caption “Risk Factors.” Factors that could cause actual results to differ include, but are not limited to: the state of credit markets and general economic conditions; changes in interest rates and the market value of our assets; the rates of default or decreased recovery on the mortgages underlying our target assets; the occurrence, extent and timing of credit losses within our portfolio; the credit risk in our underlying assets; declines in home prices; our ability to establish, adjust and maintain appropriate hedges for the risks in our portfolio; the availability and cost of our target assets; our ability to borrow to finance our assets and the associated costs; changes in the competitive landscape within our industry; our ability to manage various operational risks and costs associated with our business; interruptions in or impairments to our communications and information technology systems; our ability to acquire residential mortgage loans and successfully securitize the residential mortgage loans we acquire; our ability to oversee our third party sub-servicers; the impact of any deficiencies in the servicing or foreclosure practices of third parties and related delays in the foreclosure process; our exposure to legal and regulatory claims; legislative and regulatory actions affecting our business; the impact of new or modified government mortgage refinance or principal reduction programs; our ability to maintain our REIT qualification; and limitations imposed on our business due to our REIT status and our exempt status under the Investment Company Act of 1940.

Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Chimera does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statement to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based. Additional information concerning these and other risk factors is contained in Chimera’s most recent filings with the Securities and Exchange Commission (SEC). All subsequent written and oral forward-looking statements concerning Chimera or matters attributable to Chimera or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above.

Readers are advised that the financial information in this press release is based on company data available at the time of this presentation and, in certain circumstances, may not have been audited by the company’s independent auditors.

CONTACT:

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www.chimerareit.com