

CHIMERA INVESTMENT CORP

FORM 8-K (Current report filing)

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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):
February 14, 2013

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
Suite 2902
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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed by Chimera Investment Corporation (the “Company”), as a result of the Company’s pending restatement of certain of its previously filed consolidated financial statements, the Company has been unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the “2011 Form 10-K”). Therefore, the Company is subject to the New York Stock Exchange’s (the “NYSE” or the “Exchange”) late filing procedures as they pertain to annual reports, as set forth in Section 802.01E of the NYSE Listed Company Manual.

The Company has been notified by the NYSE that the NYSE had granted the Company a final extension for continued listing and trading on the Exchange, notwithstanding that the Company has not yet filed the 2011 Form 10-K. In September 2012, the Company had previously obtained a four-month listing extension until January 15, 2013. In January 2013, the Company had previously obtained a further one-month listing extension until February 15, 2013. The final extension granted by the NYSE provides the Company until March 15, 2013 to file the 2011 Form 10-K with the U.S. Securities and Exchange Commission, subject to reassessment on an ongoing basis.

In granting the final extension, the NYSE noted that it would closely monitor the Company’s progress in connection with the milestones and timing for filing the 2011 Form 10-K and that failure to make progress could result in suspension of the Company’s listing privileges prior to March 15, 2013. The NYSE stated in its notice that, in the event that the Company does not file the 2011 Form 10-K in accordance with the terms of the NYSE’s extension, the NYSE will move forward with the initiation of suspension and delisting procedures.

Although the Company is working diligently to complete the 2011 Form 10-K, no assurance can be given that the 2011 Form 10-K will be filed by March 15, 2013.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release, dated February 14, 2013, issued by Chimera Investment Corporation.

Chimera Investment Corporation Obtains New York Stock Exchange Listing Extension to March 15, 2013

NEW YORK--(BUSINESS WIRE)--February 14, 2013--Chimera Investment Corporation (NYSE: CIM) announced today that it has received a final 30-day extension for continued listing and trading of the Company's stock on the New York Stock Exchange (NYSE).

The extension granted by the NYSE, which is subject to review by the NYSE on an ongoing basis, provides the Company until March 15, 2013, to file its 2011 Annual Report on Form 10-K with the Securities and Exchange Commission. During the extension period, trading of the Company's shares on the NYSE will remain unaffected. The Company had previously obtained a four-month listing extension until January 15, 2013, and a subsequent extension to February 15, 2013.

The Company previously announced that it would delay the filing of its Form 10-K for the year ended December 31, 2011 ("2011 10-K"), and its Form 10-Q for the quarters ended March 31, June 30, and September 30, 2012. On August 7, 2012, the Company announced that the Company's consolidated financial statements included in its previously filed Annual Reports on Form 10-K for the years ended December 31, 2010, 2009 and 2008, and its Quarterly Reports on Form 10-Q beginning with the quarter ended September 30, 2008, and for all subsequent quarters through the quarter ended September 30, 2011, need to be restated and can no longer be relied upon.

The restatement is not expected to affect the Company's previously reported GAAP or economic book values, actual cash flows, dividends and taxable income for any previous period. The Company continues to work diligently to complete the ongoing work on the restatement and on becoming current on all of its filings required under applicable securities laws. The Company expects to file its 2011 10-K as soon as practicable and expects to file its Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2012 within 60 days of filing the 2011 10-K. Any subsequent unfiled Quarterly Reports will be filed as soon as practicable.

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").

Disclosures About Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause the Company's actual results, as well as the Company's expectations regarding materiality or significance, the restatement's quantitative effects, the effectiveness of the Company's disclosure controls and procedures, material weaknesses in internal control over financial reporting, the filing of the Company's untimely SEC reports and continued trading of the Company's common stock on the NYSE, to differ materially from those in the forward-looking statements. These factors include, among other things, the risk that additional information may arise from the preparation of the Company's restated consolidated financial statements and that the Company's internal control over financial reporting may be inadequate or have weaknesses of which the Company is not currently aware or which have not been detected. The Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements. For a discussion of a variety of risk factors affecting the Company's business and prospects, see "Item 1A — Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 (the "2010 10-K"), as supplemented by the reports the Company has filed since the 2010 10-K.

CONTACT:

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