

CHIMERA INVESTMENT CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CHIMERA INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in its Governing Instruments)

Maryland
(State of incorporation or organization)

26-0630461
(I.R.S. Employer Identification No.)

**520 Madison Avenue
32nd Floor
New York, New York**

(Address of principal executive offices)

10022

(Zip Code)

Amended and Restated 2007 Equity Incentive Plan
(Full Title of the Plan)

**520 Madison Avenue
32nd Floor
New York, New York 10022
(212) 626-2300**
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Phillip J. Kardis II
Chief Legal Officer and Corporate Secretary
Chimera Investment Corporation
520 Madison Avenue, 32nd Floor
New York, New York 10022
(Name and Address of Agent for Service)

(212) 626-2300
(Telephone Number, including Area Code, of Agent for Service)

Copies to:

Robert K. Smith
K&L Gates LLP
1601 K Street, N.W.
Washington, DC 20006
(202) 778-9376

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share ⁽¹⁾	7,408,722 shares	\$11.81 ⁽²⁾	\$87,497,006.82	\$8,810.95

(1) This Registration Statement registers an additional 7,408,722 shares of common stock of Chimera Investment Corporation (the “Registrant”) issuable pursuant to the Registrant’s Amended and Restated 2007 Equity Incentive Plan, as amended and restated effective December 10, 2015 (the “2007 Plan”). This Registration Statement also covers an indeterminate number of additional shares of common stock that become issuable under the 2007 Plan as a result of stock splits, stock dividends or similar transactions in accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”).

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. The fee is calculated on the basis of the average of the high and low prices for the Registrant’s common stock reported on the NYSE on January 25, 2016.

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EXPLANATORY STATEMENT

Chimera Investment Corporation (the “Registrant”) has filed this Registration Statement on Form S-8 (the “Registration Statement”) to register under the Securities Act of 1933, as amended (the “Securities Act”), the offer and sale of an additional 7,408,722 shares of the Registrant’s common stock, \$0.01 par value per share (the “Common Stock”), pursuant to the Registrant’s Amended and Restated 2007 Equity Incentive Plan, as amended and restated effective December 10, 2015 (the “2007 Plan”).

On November 30, 2007, the Registrant filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-8 (File No. 333-147747) (the “2007 Registration Statement”) to register the offer and sale of 2,956,393 shares of Common Stock pursuant to the 2007 Plan. On May 26, 2015, pursuant to Rule 416(b) of the Securities Act and related interpretations of the staff of the SEC, the Registrant filed with the SEC a Post-Effective Amendment No. 1 to the 2007 Registration Statement (File No. 333-147747) (the “2015 Amendment”) to proportionately reduce the number of shares of Common Stock covered by the 2007 Registration Statement to 591,278 shares of Common Stock because the Registrant completed a one-for-five reverse stock split of the Common Stock on April 6, 2015. The 2015 Amendment continues to be effective and, as of the date hereof, covers the offer and sale of 23,826 shares of Common Stock that remain available for issuance by the Registrant. Upon the filing of this Registration Statement, the Registrant will have an aggregate of 7,432,548 shares of Common Stock under the 2007 Plan available for issuance.

The 2007 Registration Statement and the 2015 Amendment are collectively referred to herein as the “Earlier Registration Statement.” Pursuant to General Instruction E to Form S-8, Part I and Items 4, 5, 6, 7 and 9 of Part II of the Earlier Registration Statement are incorporated into this Registration Statement by reference.

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 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 fiscal year ended December 31, 2014 filed on March 2, 2015.
- (b) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015 filed on May 11, 2015.
- (c) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015 filed on August 7, 2015.
- (d) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015 filed on November 5, 2015.
- (e) The Registrant’s Current Reports on Forms 8-K filed on April 6, 2015, May 21, 2015, August 5, 2015, September 25, 2015, October 23, 2015, December 11, 2015 and January 21, 2016.

(f) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed 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 the 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 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 29, 2016.

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 by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
<u>/s/ Matthew Lambiase</u> Matthew Lambiase	Chief Executive Officer, President and Director (Principal Executive Officer)	January 29, 2016
<u>/s/ Robert Colligan</u> Robert Colligan	Chief Financial Officer (Principal Financial and Accounting Officer)	January 29, 2016
<u>/s/ Paul Donlin</u> Paul Donlin	Director	January 29, 2016
<u>/s/ Mark Abrams</u> Mark Abrams	Director	January 29, 2016
<u>/s/ Paul Keenan</u> Paul Keenan	Director	January 29, 2016
<u>/s/ Gerard Creagh</u> Gerard Creagh	Director	January 29, 2016
<u>/s/ Dennis Mahoney</u> Dennis Mahoney	Director	January 29, 2016
<u>/s/ John P. Reilly</u> John P. Reilly	Director	January 29, 2016

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

January 29, 2016

Chimera Investment Corporation
520 Madison Avenue, 32nd Floor
New York, New York 10036

Ladies and Gentlemen:

We have acted as your counsel in connection with 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 7,408,722 shares (the "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 Amended and Restated 2007 Equity Incentive Plan (the "Plan").

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined the Registration Statement, the Company's Articles of Amendment and Restatement (the "Articles") and Bylaws, the Plan, the Resolutions adopted by the Board of Directors of the Company on January 20, 2016 approving and adopting the Registration Statement and the Plan, and the certificate of the Secretary of State of the State of Maryland as to the existence and good standing of the Company, dated January 28, 2016, 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 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 G A T E S L L P
K&L G A T E S L L P

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 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
January 29, 2016
