

# CHIMERA INVESTMENT CORP

## FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 04/15/09

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, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Chimera Investment Corporation**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or  
organization)

26-0630461  
(I.R.S. Employer  
Identification Number)

1211 Avenue of the Americas, Suite 2902  
New York, New York 10017  
(212) 696-0100  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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R. Nicholas Singh, Esq.  
Executive Vice President and General Counsel  
c/o Fixed Income Discount Advisory Company  
1211 Avenue of the Americas, Suite 2902  
New York, New York 10036  
(212) 696-0100  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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COPIES TO:

Phillip J. Kardis, II, Esq.  
Anthony C. Green, Esq.  
K&L Gates LLP  
101 K Street, N.W.  
Washington, DC 20006  
(202) 778-9401

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-156455

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 413(b) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee <sup>(2)</sup>
Common Stock <sup>(3)</sup>	\$60,750,000	\$3,389.85

(1) In no event will the maximum aggregate offering price of all securities issued pursuant to this registration statement and the registration statement on Form S-3, file no. 333-156455 exceed those registered under such registration statements.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f) promulgated under the Securities Act. The registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of April 16, 2009), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than April 16, 2009.

(3) Subject to footnote 1, there is being registered hereunder an indeterminate number of shares of common stock as may be sold, from time to time, by the registrant.

## EXPLANATORY STATEMENT

This registration statement on Form S-3 is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both promulgated under the Securities Act of 1933, as amended, to register an additional \$60,750,000 of common stock, par value \$0.01 per share, of Chimera Investment Corporation.

## INCORPORATION BY REFERENCE

The contents of the registration statement, including exhibits, and each document incorporated by reference therein, on Form S-3 relating to the registration of \$750,000,000 of common stock, preferred stock and any combination of the foregoing of Chimera Investment Corporation filed on December 24, 2008, file number 333-156455, as amended and supplemented, which was declared effective by the Securities and Exchange Commission on January 14, 2009 and which remains effective as of the date of this filing, are incorporated herein by reference.

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## 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-3 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 April 15, 2009.

### CHIMERA INVESTMENT CORPORATION

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

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> Matthew Lambiase	Chief Executive Officer, President and Director (principal executive officer)	April 15, 2009
<u>/s/ Alexandra Denahan</u> A. Alexandra Denahan	Chief Financial Officer (principal financial and accounting officer)	April 15, 2009
<u>*</u> Paul Donlin	Nonexecutive Chairman of the Board of Directors	April 15, 2009
<u>*</u> Mark Abrams	Director	April 15, 2009
<u>/s/ Jeremy Diamond</u> Jeremy Diamond	Director	April 15, 2009
<u>*</u> Paul A. Keenan	Director	April 15, 2009

\* By Matthew Lambiase as attorney-in-fact.

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## EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of K&L Gates LLP re legality (including consent of such firm).
8.1	Tax Opinion of K&L Gates LLP (including consent of such firm).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of K&L Gates LLP (included in Exhibit 5.1)
23.3	Consent of K&L Gates LLP (included in Exhibit 8.1)

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## Opinion of K&amp;L Gates LLP

April 15, 2009

Chimera Investment Corporation  
1211 Avenue of the Americas, Suite 2902  
New York, New York 10036

Re: Registration of Shares on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Chimera Investment Corporation, a Maryland corporation (the “Company”), in connection with a Registration Statement on Form S-3 filed on April 15, 2009 and all amendments thereto (collectively, “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”), for the registration of shares of common stock, \$0.01 par value per share, of the Company (collectively, the “Shares”). Capitalized terms used but not defined herein shall have the meanings given to them in the Registration Statement.

You have requested our opinion as to the matter 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 Incorporation, as amended and supplemented, and Bylaws, as amended, the underwriting agreement between the Company and the underwriters named therein with respect to the Shares (the “Underwriting Agreement”), and the corporate actions of the Company that provide for the adoption and subsequent amendments of the Registration Statement 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 have further assumed the legal capacity of natural persons. We have not verified any of those assumptions.

Our opinion set forth below is limited to the Maryland General Corporation Law, including the applicable provisions of the Maryland Constitution and reported judicial decisions interpreting those laws.

Based upon and subject to the foregoing, it is our opinion that:

1. The Company is a corporation duly incorporated and existing and in good standing under the laws of the State of Maryland.
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2. The Shares have been duly authorized for issuance by the Company and, when and if issued and delivered against payment therefor in accordance with the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

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April 15, 2009

Chimera Investment Corporation  
1211 Avenue of the Americas  
Suite 2902  
New York, New York 10036

Re: Status as a Real Estate Investment Trust; Information in the  
Registration Statement under the heading "Certain Federal  
Income Tax Considerations"

Dear Sir or Madam:

In connection with the public offering of shares of common stock or preferred stock (each referred to herein as "capital stock") in Chimera Investment Corporation, a Maryland corporation (the "Company"), pursuant to the Registration Statement on Form S-3, filed with the Securities Exchange Commission on April 15, 2009, as amended (the "Registration Statement"), you have requested our opinion concerning (i) the qualification and taxation of the Company as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code") and (ii) the information in the Company's Registration Statement including under the headings "Certain Federal Income Tax Considerations" and "Tax Risks."

In formulating our opinions, we have reviewed and relied upon the charter of the Company and the Registration Statement. In addition, we have relied upon the Company's certificate (the "Officer's Certificate"), executed by a duly appointed officer of the Company, setting forth certain factual representations relating to the organization and proposed operation of the Company. Where such factual representations in the Officer's Certificate involve terms defined in the Code, the regulations promulgated by the Department of the Treasury (the "Regulations"), published rulings of the Internal Revenue Service (the "Service"), or other relevant authority, we have explained such terms to the Company's representatives and we are satisfied that the Company's representatives understand such terms and are capable of making such factual representations. We have also relied upon representations that the information presented in the Registration Statement accurately and completely describes all material facts. We have not verified any of those assumptions.

In rendering these opinions, we have assumed that the Company will be operated in the manner described in its organizational documents and in the Registration Statement.

Based upon and subject to the foregoing, it is our opinion that:

1. The Company has been organized in conformity with the requirements for qualification as a REIT under the Code, the Company's method of operation, as described in the Registration Statement and as represented in the Officer's Certificate, has enabled it to satisfy the

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requirements for qualification as a REIT beginning with its taxable year ending December 31, 2007, and the Company's proposed method of operation, as described in the Registration Statement and as represented in the Officer's Certificate, will enable it to satisfy the requirements for qualification as a REIT for subsequent taxable years.

2. The information in the Company's Registration Statement under the headings "Certain Federal Income Tax Considerations" and "Tax Risks," to the extent that it constitutes matters of law, summaries of legal matters, or legal conclusions, has been reviewed by us and accurately describes in all material respects the federal income tax considerations that are likely to be material to a holder of the Company's capital stock.

Our opinion is based on the Code, the Regulations, and the interpretations of the Code and such regulations by the courts and the Service, all as they are in effect and exist at the date of this letter. It should be noted that statutes, regulations, judicial decisions, and administrative interpretations are subject to change at any time and, in some circumstances, with retroactive effect. A material change that is made after the date hereof in any of the foregoing bases for our opinions could affect our conclusions. Other than as expressly stated above, we express no opinion on any issue relating to the Company or any investment therein.

This opinion is being provided to the Company in connection with the filing of the Registration Statement. Only the Company and those who purchase capital stock offered pursuant to the Registration Statement may rely on this opinion. Without our prior written consent, it may not be relied upon by any other person or entity or used for any other purpose. Notwithstanding any express or implied agreement, arrangement, or understanding to the contrary, the Company (and any employee, representative, or other agent of the Company) may disclose this opinion to any and all persons.

We consent to the reference to our firm under the caption "Certain Federal Income Tax Considerations" in the Registration Statement and to the reproduction and filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, nor do we admit we are experts with respect to any part of the Registration Statement within the meaning of the term "expert" as used in the Securities Act of 1933, as amended.

Very truly yours,

/s/ K&L Gates LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 27, 2009, relating to the consolidated financial statements of Chimera Investment Corporation and the effectiveness of Chimera Investment Corporation's internal control over financial reporting appearing in the Annual Report on Form 10-K of Chimera Investment Corporation for the year ended December 31, 2008.

/s/ DELOITTE & TOUCHE LLP

New York, NY

April 15, 2008

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