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

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POST-EFFECTIVE AMENDMENT NO. 1 (File No. 333-209248)

**TO FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CHIMERA INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction of  
incorporation or organization)

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

630 Fifth Avenue  
Suite 2400  
New York, New York  
(Address of Principal Executive Offices)

10111  
(Zip Code)

The Chimera Investment Corporation 2007 Equity Incentive Plan  
The Chimera Investment Corporation 2023 Equity Incentive Plan  
(Full title of the plan)

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Phillip J. Kardis, II  
Chief Executive Officer  
Chimera Investment Corporation  
630 Fifth Avenue, Suite 2400  
New York, New York 10111  
(Name and address of agent for service)

( 818) 895-6557  
(Telephone number, including area code, of agent for service)

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*Copies to:*

Robert K. Smith, Esq.  
Hunton Andrews Kurth LLP  
2200 Pennsylvania Avenue, N.W.  
Washington, DC 20037  
(202) 955-1611

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of Securities Act.

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### Explanatory Note

Chimera Investment Corporation (the “Registrant,” the “Company,” “we” and “our”) previously filed a registration statement on Form S-8 (File No. 333-209248) on February 1, 2016 (the “2016 Registration Statement”). Pursuant to the 2016 Registration Statement, shares of the Registrant’s common stock, \$0.01 par value per share (the “Common Stock”) were registered for offer and sale under the Registrant’s 2007 Equity Incentive Plan, as amended and restated effective December 10, 2015 (the “2007 Plan”).

On June 14, 2023 (the “Approval Date”), the stockholders of the Registrant approved the Registrant’s 2023 Equity Incentive Plan (the “2023 Plan”), which replaced the 2007 Plan. As provided in the 2023 Plan, any shares subject to outstanding awards under the 2007 Plan that (i) expire, terminate, or are surrendered or forfeited for any reason without issuance of shares, (ii) are withheld in satisfaction of a tax withholding obligation, or (iii) are settled in cash, will automatically become available for issuance under the 2023 Plan. As of the date hereof, 3,494,447 shares of Common Stock were subject to outstanding awards granted under the 2007 Plan and are therefore issuable under the 2023 Plan (the “Recycled Shares”) and 2,312,247 shares of Common Stock were not subject to grants under the 2007 Plan (the “Unused Shares,” together with the “Recycled Shares,” the “Transferred Shares”); the number of Transferred Shares available for issuance under the 2023 Plan is therefore 5,806,694 shares.

The Registrant is filing this Post-Effective Amendment No. 1 to the 2016 Registration Statement (the “Post-Effective Amendment”) pursuant to Item 512(a)(1)(iii) of Regulation S-K and Compliance and Disclosure Interpretation 126.43 to amend the 2016 Registration Statement to register the offer and sale of the 5,806,694 Transferred Shares under the 2023 Plan (as such Transferred Shares would no longer be issuable under the 2007 Plan as described above). For the avoidance of doubt, no additional securities are being registered by the Post-Effective Amendment that were not previously approved by the Registrant’s stockholders as of the Approval Date. Contemporaneously with the filing of the Post-Effective Amendment, the Registrant is filing a Registration Statement on Form S-8 to register an additional 17,687,753 shares of Common Stock that are available for issuance pursuant to the 2023 Plan.

**Part II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and 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 year ended December 31, 2022, filed with the Commission on February 17, 2023, Quarterly Report on Form 10-Q for the quarterly period ended [March 31, 2023](#), filed on May 4, 2023, and Quarterly Report on Form 10-Q for the quarterly period ended [June 30, 2023](#), filed August 3, 2023;
- (b) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022 from the Registrant’s Definitive Proxy Statement on [Schedule 14A](#), filed on April 26, 2023;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 2, 2023](#), [February 17, 2023](#), [March 29, 2023](#), [June 14, 2023](#) and [June 16, 2023](#), and on Form 8-K/A filed on [January 6, 2023](#); and
- (d) The description of the Registrant’s common stock contained in Registrant’s Current Report as [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K filed on February 18, 2021 and incorporated herein by reference pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this registration statement and before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this registration statement from the date of filing of such documents (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules). Any statement contained in a document incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document that is incorporated by reference in this registration statement modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
5.1*	<a href="#">Opinion of Venable LLP (US) regarding legality.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP.</a>
23.3*	<a href="#">Consent of Venable LLP (US) (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included in signature pages).</a>
99.1	<a href="#">2007 Equity Incentive Plan, as amended and restated effective December 10, 2015 (filed as Appendix A to the Registrant’s Definitive Proxy Statement filed on October 28, 2015 (File No. 001-33796) and incorporated herein by reference).</a>
99.2	<a href="#">2023 Equity Incentive Plan (filed as Exhibit 10.1 to the Company’s Report on Form 8-K filed on June 16, 2023 and incorporated herein by reference).</a>

\* Filed herewith.

## 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 Post-Effective Amendment No. 1 to the registration statement on FormS-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 3, 2023.

### CHIMERA INVESTMENT CORPORATION

By: /s/ Phillip J. Kardis II  
Phillip J. Kardis II  
Chief Executive Officer

### POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes Phillip K. Kardis, II and Subramaniam Viswanathan, 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 below by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Phillip J. Kardis II</u> Phillip J. Kardis II	Chief Executive Officer and Director (principal executive officer)	August 3, 2023
<u>/s/ Subramaniam Viswanathan</u> Subramaniam Viswanathan	Chief Financial Officer (principal financial officer)	August 3, 2023
<u>/s/ Choudhary Yarlagadda</u> Choudhary Yarlagadda	President, Chief Operating Officer, Co-Chief Investment Officer and Director	August 3, 2023
<u>/s/ Kelley Kortman</u> Kelley Kortman	Chief Accounting Officer (Principal Accounting Officer)	August 3, 2023
<u>/s/ Mark Abrams</u> Mark Abrams	Director	August 3, 2023
<u>/s/ Sandra Bell</u> Sandra Bell	Director	August 3, 2023
<u>/s/ Gerard Creagh</u> Gerard Creagh	Director	August 3, 2023
<u>/s/ Kevin Chavers</u> Kevin Chavers	Director	August 3, 2023

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/s/ Debra Still Director  
Debra Still

August 3, 2023

/s/ Brian Patrick Reilly Director  
Brian Patrick Reilly

August 3, 2023



August 3, 2023

Chimera Investment Corporation  
630 Fifth Avenue, Suite 2400  
New York, NY 10111

Re: Post-Effective Amendment No. 1 to Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Chimera Investment Corporation, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of up to 5,806,694 shares (the "Shares") of common stock, \$0.01 par value per share (the "Common Stock"), of the Company that the Company may issue pursuant to the Chimera Investment Corporation 2023 Equity Incentive Plan (the "2023 Plan"), consisting of (a) up to 3,494,447 shares of Common Stock (the "Prior Award Shares") that are subject to outstanding awards granted under the Chimera Investment Corporation 2007 Equity Incentive Plan, as amended and restated effective December 10, 2015 (the "Prior Plan"), which, pursuant to the terms of the 2023 Plan, will automatically become available for issuance under the 2023 Plan if such Prior Award Shares (i) expire, terminate, or are surrendered or forfeited for any reason without issuance of shares of Common Stock, (ii) are withheld in satisfaction of a tax withholding obligation or (iii) are settled in cash, and (b) 2,312,247 shares of Common Stock that were available for issuance under the Prior Plan but were not subject to awards under the Prior Plan, all covered by the above-referenced Registration Statement, as amended as of the date hereof, including the Post-Effective Amendment No. 1 to Registration Statement No. 333-209248 (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;

4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. The Prior Plan;
6. The 2023 Plan;
7. Resolutions (the “Resolutions”) adopted by the Board of Directors of the Company, relating to, among other matters, the issuance of the Shares and the approval of the 2023 Plan, certified as of the date hereof by an officer of the Company;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party’s obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of any restriction or limitation on ownership and transfer contained in the 2023 Plan or Article VII of the Charter. Upon any issuance of Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

6. Each award that provides for the potential issuance of a Share pursuant to the 2023 Plan (each, an "Award") will be duly authorized and validly granted in accordance with the 2023 Plan, and any Share issued pursuant to any such Award will be issued in accordance with the terms of the 2023 Plan and such Award, including any agreement entered into in connection therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares pursuant to the 2023 Plan has been duly authorized and, when and if issued and delivered by the Company pursuant to the Registration Statement, the Resolutions, the 2023 Plan and any other resolutions of the Board or a duly authorized committee thereof relating thereto, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any federal law or the laws of any other jurisdiction. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, federal or state laws regarding fraudulent transfers or the laws, codes or regulations of any municipality or other jurisdiction. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

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.



Chimera Investment Corporation

August 3, 2023

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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.

Very truly yours,

/s/ Venable LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-209248) pertaining to the Amended and Restated 2007 Equity Incentive Plan and to the 2023 Equity Incentive Plan of Chimera Investment Corporation of our reports dated February 17, 2023, with respect to the consolidated financial statements of Chimera Investment Corporation and the effectiveness of internal control over financial reporting of Chimera Investment Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
August 3, 2023