

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):
September 10, 2021

CHIMERA INVESTMENT CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| <u>Maryland</u> (State or Other Jurisdiction of Incorporation) | <u>1-33796</u> (Commission File Number) | <u>26-0630461</u> (IRS Employer Identification No.) |
|--|---|---|

630 Fifth Avenue, STE 2400
New York, New York
(Address of principal executive offices)
10111
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|---|--------------------------|--|
| Common Stock, par value \$0.01 per share | CIM | New York Stock Exchange |
| 8.00% Series A Cumulative Redeemable Preferred Stock | CIM PRA | New York Stock Exchange |
| 8.00% Series B Cumulative Fixed-to-Floating Rate Redeemable Preferred Stock | CIM PRB | New York Stock Exchange |
| 7.75% Series C Cumulative Fixed-to-Floating Rate Redeemable Preferred Stock | CIM PRC | New York Stock Exchange |
| 8.00% Series D Cumulative Fixed-to-Floating Rate Redeemable Preferred Stock | CIM PRD | New York Stock Exchange |

(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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The matters discussed below under Item 8.01, solely as related to the Certificate of Correction filed by Chimera Investment Corporation (the “Company”) on September 10, 2021 with the State Department of Assessments and Taxation of Maryland (the “SDAT”), is hereby incorporated into this Item 5.03 by reference.

Item 8.01 Other Events.

On September 10, 2021, the Company filed with the SDAT a Certificate of Correction (the “Certificate”) confirming that the amendment to the charter of the Company set forth in Articles of Amendment filed by the Company with the SDAT on June 17, 2021 (the “Articles of Amendment”) is of no force or effect.

At the annual meeting of stockholders of the Company held on June 10, 2021, the stockholders of the Company voted on a proposal to consider and approve an amendment to the second paragraph of Section 5.1 of the Company’s charter to declassify the Company’s Board of Directors (the “Amendment”). The proposal was supported by over 98% of the votes cast on the proposal. The Company initially determined that the Amendment was approved by the stockholders by the vote required by the Company’s charter and Maryland law, but recently determined that the Amendment had not received the requisite vote. As a result, the Certificate corrects the second paragraph of Section 5.1 of the Company’s charter to reflect that such paragraph, as in effect prior to the filing of the Articles of Amendment, remains in effect. As a result, the Company’s Board of Directors remains classified. The second paragraph of Section 5.1 is restated in the Certificate as originally in effect.

No directors were elected between the filing of the Articles of Amendment and the Certificate and, therefore, the Articles of Amendment had no effect on director elections. As previously disclosed, on June 10, 2021, Kevin G. Chavers was appointed as a member of the Company’s Board of Directors and the Board of Directors has determined that he will be a Class I director but will stand for election at the 2022 annual meeting of stockholders.

The Company’s Board of Directors continues to believe that declassifying the Board of Directors is in the best interests of the Company and intends to again seek stockholder approval at the 2022 annual meeting of stockholders of an amendment to the Company’s charter to declassify the Board of Directors.

Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, particularly as related to the Company’s expected items to be considered by its stockholders at the Company’s 2022 annual meeting of stockholders.

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. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company 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 the Company’s most recent filings with the Securities and Exchange Commission. All subsequent written and oral forward-looking statements concerning the Company or matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.7 [Certificate of Correction](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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/ Phillip J. Kardis II

Name: Phillip J. Kardis II

Title: Chief Legal Officer and Secretary

Date: September 13, 2021

CHIMERA INVESTMENT CORPORATION

CERTIFICATE OF CORRECTION

THIS IS TO CERTIFY THAT:

FIRST: The title of the document being corrected is Articles of Amendment (the “Articles of Amendment”).

SECOND: The sole party to the Articles of Amendment is Chimera Investment Corporation, a Maryland corporation (the “Corporation”).

THIRD: The Articles of Amendment were filed with the State Department of Assessments and Taxation of Maryland (“SDAT”) on June 17, 2021.

FOURTH: Article FIRST of the Articles of Amendment as previously filed with the SDAT purported to amend the second paragraph of Section 5.1 of the Charter (the “Charter”) of the Company (the “Amendment”), as set forth below:

The Charter of the Company (the “Charter”) is hereby amended by deleting the second paragraph of Section 5.1 in its entirety and inserting the following in lieu thereof:

At the 2022 annual meeting of stockholders, each of the successors to the directors whose terms expire at the 2022 annual meeting of stockholders shall be elected to serve until the 2023 annual meeting of stockholders and until their respective successors are duly elected and qualify. At the 2023 annual meeting of stockholders, each of the successors to the directors whose terms expire at the 2023 annual meeting of stockholders shall be elected to serve until the 2024 annual meeting of stockholders and until their respective successors are duly elected and qualify. Beginning with the 2024 annual meeting of stockholders, all directors shall be elected to serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualify.

FIFTH: The Corporation has determined that the Amendment was not approved by the stockholders of the Corporation by the vote required by the Charter and Maryland law and is of no force or effect and, therefore, the Articles of Amendment contain an error and were defectively executed because the Articles of Amendment stated that such approval was obtained.

SIXTH: As a result, the original second paragraph of Section 5.1 of the Charter as corrected by this Certificate of Correction, remains unamended and is set forth below in its entirety and without update based on the current directors or terms of the current directors:

Beginning on the Initial Date (as hereinafter defined), the directors (other than any director elected solely by holders of one or more classes or series of Preferred Stock of the Corporation entitled to elect such director) shall be classified, with respect to the terms for which they severally hold office, into three classes, one class to hold office initially for a term expiring at the annual meeting of stockholders in 2008, another class to hold office initially for a term expiring at the annual meeting of stockholders in 2009 and another class to hold office initially for a term expiring at the annual meeting of stockholders in 2010, with the members of each class to hold office until their successors are duly elected and qualify. At each annual meeting of the stockholders, the successors to the class of directors whose term expires at such meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors are duly elected and qualify. The names of the directors who shall serve, and the class in which they shall serve, until their successors are duly elected and qualify are:

Mark Abrams – Class I (term expiring 2008)
Paul Donlin – Class I (term expiring in 2008)
Paul A. Keenan – Class II (term expiring in 2009)
Matthew Lambiase – Class II (term expiring in 2009)
Jeremy Diamond – Class III (term expiring in 2010)

SEVENTH: Each of the undersigned acknowledges this Certificate of Correction to be the corporate act of the Corporation, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts relating to the entity on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be signed in its name and on its behalf by its Chief Executive Officer and Chief Investment Officer and attested to by its Chief Legal Officer and Secretary on this 10th day of September, 2021.

ATTEST: CHIMERA INVESTMENT CORPORATION

/s/ Phillip J. Kardis II By: /s/ Mohit Marria
Name: Phillip J. Kardis II Name: Mohit Marria
Title: Chief Legal Officer and Secretary Title: Chief Executive Officer and Chief Investment Officer