

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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):

May 21, 2024

CHIMERA INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number 001-33796

Maryland
(State or Other Jurisdiction of
Incorporation)

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

630 Fifth Avenue, Ste 2400
New York, New York

(Address of principal executive offices)

10111

(Zip Code)

(888) 895-6557

Registrant's telephone number, including area code

Not Applicable

(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))

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

<u>Title of Each Class</u>	<u>Trading Symbol</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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

After the close of business on May 21, 2024, Chimera Investment Corporation (the “Company”) effected the previously announced 1-for-3 reverse stock split (the “Reverse Stock Split”) of its outstanding shares of common stock, par value \$0.01 per share (the “Common Stock”). On May 20, 2024, the Company filed with the State Department of Assessments and Taxation of Maryland two Articles of Amendment (the “Amendments” and each an “Amendment”) to its charter. The first Amendment provided for a 1-for-3 reverse stock split of the issued and outstanding shares of Common Stock, effective at 5:00 p.m. Eastern Time on May 21, 2024. The second Amendment provided for the par value of the Common Stock to be changed from \$0.03 per share (as a result of the Reverse Stock Split) back to \$0.01 per share, and reduced the number of authorized shares of Common Stock, on a one-for-three basis, to 166,666,667 shares, effective at 5:01 p.m. Eastern Time on May 21, 2024. Fractional shares resulting from the Reverse Stock Split will be paid in cash based on the closing price of the Common Stock on the New York Stock Exchange (“NYSE”) on May 21, 2024, after taking into account the Reverse Stock Split. The Reverse Stock Split affected all record holders of Common Stock uniformly and did not affect any record holder’s percentage ownership interest, except for de minimis changes as a result of the elimination of fractional shares.

The Common Stock will begin trading on a split-adjusted basis on the NYSE at the opening of trading on May 22, 2024. The Common Stock continues to trade on the NYSE under the symbol “CIM” with a new CUSIP number: 16934Q 802.

The foregoing description of the Amendments does not purport to be complete and is subject to and qualified in its entirety by reference to the Amendments, which are filed as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit

[3.1 Articles of Amendment of Chimera Investment Corporation, dated May 20, 2024.](#)

[3.2 Articles of Amendment of Chimera Investment Corporation, dated May 20, 2024.](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHIMERA INVESTMENT CORPORATION (REGISTRANT)

Date: May 21, 2024

By: /s/ Miyun Sung
Name: Miyun Sung
Title: Chief Legal Officer and Secretary

CHIMERA INVESTMENT CORPORATION
ARTICLES OF AMENDMENT

Chimera Investment Corporation, a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the “Charter”), is hereby amended to provide that, immediately upon the Effective Time (as defined below), every three shares of common stock, \$0.01 par value per share, of the Corporation (the “Common Stock”) which were issued and outstanding immediately prior to the Effective Time shall be combined into one issued and outstanding share of Common Stock, \$0.03 par value per share, of the Corporation. Upon the Effective Time, no fractional shares of Common Stock of the Corporation shall be or remain issued, and each stockholder otherwise entitled to a fractional share shall be entitled to receive in lieu thereof cash in an amount equal to the product obtained by multiplying (a) the fraction of a share by (b) the product obtained by multiplying (i) the closing price of the Common Stock as reported by the New York Stock Exchange on the date of the Effective Time (prior to giving effect to the foregoing combination) by (ii) three.

SECOND: The amendment to the Charter as set forth above has been duly approved by at least a majority of the entire Board of Directors of the Corporation as required by law. The amendment set forth herein is made without action by the stockholders of the Corporation, pursuant to Section 2-309(e) of the Maryland General Corporation Law.

THIRD: There has been no increase in the authorized shares of stock of the Corporation effected by the amendment to the Charter as set forth above.

FOURTH: These Articles of Amendment shall become effective at 5:00 p.m., Eastern Time, on May 21, 2024 (the “Effective Time”).

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of such officer’s knowledge, information and belief, these matters and facts 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 these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Corporate Secretary on this 20th day of May, 2024.

ATTEST:

CHIMERA INVESTMENT CORPORATION

By: /s/ Miyun Sung
Name: Miyun Sung
Title: Corporate Secretary

By: /s/ Phillip J. Kardis II
Name: Phillip J. Kardis II
Title: President and Chief Executive Officer

CHIMERA INVESTMENT CORPORATION
ARTICLES OF AMENDMENT

Chimera Investment Corporation, a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the “Charter”), is hereby amended to decrease, immediately upon the Effective Time (as defined below), the par value of the shares of common stock of the Corporation issued and outstanding immediately prior to the filing of these Articles of Amendment from \$0.03 per share to \$0.01 per share.

SECOND: The Charter is hereby further amended by deleting the first two sentences of Section 6.1 in their entirety and adding the following in lieu thereof:

The Corporation has authority to issue 266,666,667 shares of stock, consisting of 166,666,667 shares of common stock, \$0.01 par value per share (“Common Stock”), and 100,000,000 shares of preferred stock, \$0.01 par value per share (“Preferred Stock”). The aggregate par value of all authorized shares of stock having par value is \$2,666,667.

THIRD: The amendment to the Charter as set forth above has been duly approved by at least a majority of the entire Board of Directors as required by law. The amendments set forth herein are made without action by the stockholders of the Corporation, pursuant to Sections 2-605(a)(2) and 2-105(a)(13) of the Maryland General Corporation Law and the Charter.

FOURTH: There has been no increase in the authorized shares of stock of the Corporation effected by the amendment to the Charter as set forth above.

FIFTH: These Articles of Amendment shall become effective at 5:01 p.m., Eastern Time, on May 21, 2024 (the “Effective Time”).

SIXTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of such officer’s knowledge, information and belief, these matters and facts 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 these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Corporate Secretary on this 20th day of May, 2024.

ATTEST:

CHIMERA INVESTMENT CORPORATION

By: /s/ Miyun Sung
Name: Miyun Sung
Title: Corporate Secretary

By: /s/ Phillip J. Kardis II
Name: Phillip J. Kardis II
Title: President and Chief Executive Officer
