

CHIMERA INVESTMENT CORP

Form 8-K

June 09, 2016

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):

June 7, 2016

CHIMERA INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

|                              |                  |                   |
|------------------------------|------------------|-------------------|
| <u>Maryland</u>              | <u>001-33796</u> | <u>26-0630461</u> |
| (State or Other Jurisdiction | (Commission      | (IRS Employer     |
| of Incorporation)            | File Number)     | Identification    |
|                              |                  | No.)              |

520 Madison Avenue  
32nd Floor  
New York, New York                      10036  
(Address of principal executive offices)    (Zip Code)

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

No Change

(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))



Item 5.07. Submission of Matters to a Vote of Security Holders

On June 7, 2016, the Company held its Annual Meeting for the purpose of: (i) electing two Class III directors to serve on the Board until the 2019 Annual Meeting of Stockholders; (ii) recommending, by a non-binding advisory vote, the Company's executive compensation; and (iii) ratifying the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year.

The total number of shares of common stock entitled to vote at the Annual Meeting was 187,729,765, of which 160,261,701 shares, or 85.36%, were present in person or by proxy.

The final voting results for each of the proposals submitted to a vote of stockholders at the Annual Meeting are set forth below.

Proposal 1. The election of two Class III directors to serve on the Board until the 2019 Annual Meeting of Stockholders.

| Director         | For        | Against   | Abstentions | Broker Non-Votes |
|------------------|------------|-----------|-------------|------------------|
| Class III        |            |           |             |                  |
| Matthew Lambiase | 91,301,043 | 934,972   | 401,295     | 67,624,391       |
| John P. Reilly   | 89,853,668 | 2,385,486 | 398,156     | 67,624,391       |

Based on the foregoing votes, Matthew Lambiase and John P. Reilly were elected as Class III directors to serve on the Board until the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

Proposal 2. A vote on a non-binding advisory resolution on the Company's executive compensation.

| For        | Against    | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 76,974,816 | 14,370,333 | 1,292,161   | 67,624,391       |

Proposal 3. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the current fiscal year.

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 157,844,891 | 1,362,897 | 1,053,913   |

Further information regarding these proposals is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 20, 2016.

SIGNATURE

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/ Rob Colligan

Name: Rob Colligan

Title: Chief Financial Officer

Date: June 8, 2016