CHIMERA INVESTMENT CORP
Form FWP
September 14, 2018
Filed Pursuant to Rule 433 of the Securities Act of 1933
Issuer Free Writing Prospectus dated September 13, 2018
Relating to Preliminary Prospectus Supplement dated September 13, 2018
Registration No. 333-209249

## Final Pricing Term Sheet

September 13, 2018

Issuer:
Chimera Investment Corporation
$7.75 \%$ Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock

Shares Offered:
10,000,000 shares

Over-Allotment Option:
1,500,000 shares

## Trade Date:

Settlement and Delivery Date:

Public Offering Price:

Underwriting Discount:

Net Proceeds to the Issuer, Before Expenses:

## Dividend Rate:

September 13, 2018

September 20, 2018 (T+5)
$\$ 25.00$ liquidation preference per share; $\$ 250,000,000$ in aggregate liquidation preference (assuming the over-allotment option is not exercised)
$\$ 0.7875$ per share; $\$ 7,875,000$ total (assuming the over-allotment option is not exercised)
$\$ 24.2125$ per share; $\$ 242,125,000$ total (assuming the over-allotment option is not exercised)

From and including the original issue date to, but excluding, September 30, 2025, at a fixed rate equal to $7.75 \%$ per annum of the

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$\$ 25.00$ liquidation preference ( $\$ 1.9375$ per annum per share), and from and including September 30, 2025, at a floating rate equal to three-month LIBOR plus a spread of $4.743 \%$ per annum of the $\$ 25.00$ per share liquidation preference.

## Dividend Payment Date:

Quarterly cumulative dividends, in arrears, on March 30, June 30, September 30 and December 30 (provided that if any dividend payment date is not a business day, then the dividend which would otherwise have been payable on that dividend payment date may be paid on the next succeeding business day). The first dividend will be payable on or about December 30, 2018 (long first dividend period) in the amount of $\$ 0.53819$ per share and will be paid to the persons who are the holders of record of the Series C Preferred Stock on the corresponding dividend record date fixed by the board of directors.

Dividend Record Date:

## Liquidation Preference:

Optional Redemption Date:

## Conversion Rights:

## Proposed New York Stock Exchange Listing Symbol:

The date no fewer than ten days and no more than 35 days prior to the applicable dividend payment date, as shall be fixed by the board of directors
$\$ 25.00$ per share

September 30, 2025

Share Cap: 2.661

Exchange Cap: Subject to certain adjustments, the Exchange Cap will not exceed 26,610,000 shares of the Issuer s common stock (or equivalent Alternative Conversion Consideration, as applicable), subject to proportionate increase to the extent the underwriters over-allotment option to purchase additional shares of Series C Preferred Stock is exercised, not to exceed $30,601,500$ shares of the Issuer s common stock in total (or equivalent Alternative Conversion Consideration, as applicable).

If the Common Stock Price is less than $\$ 9.395$ (which is $50 \%$ of the per share closing price of the Issuer s common stock reported on the NYSE on September 12, 2018), subject to adjustment in certain circumstances, the holders of the Series C Preferred Stock will receive a maximum of 2.661 shares of the Issuer s common stock per share of Series C Preferred Stock.

## CIM PRC

## CUSIP:

## ISIN:

US16934Q5053

Joint Book-Running Managers:
RBC Capital Markets, LLC
UBS Securities LLC
Wells Fargo Securities, LLC
Keefe, Bruyette \& Woods, Inc.

Morgan Stanley \& Co. LLC

Lead Manager

Co-Managers
JMP Securities LLC
J.P. Morgan Securities LLC

Credit Suisse Securities (USA) LLC

The issuer has filed a registration statement (including a base prospectus dated February 1, 2016) and a preliminary prospectus supplement, dated September 13, 2018 with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may
get these documents for free by visiting EDGAR on the SEC s website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and related preliminary prospectus supplement if you request them from Morgan Stanley \& Co. LLC by calling toll-free (800) 584-6837 or by email at prospectus@morganstanley.com, RBC Capital Markets, LLC by calling (866) 375-6829 or by email to rbenyfixedincomeprospectus@rbcem.com, UBS Securities LLC by calling toll-free (888) 827-7275, Wells Fargo Securities, LLC by calling toll-free (800) 645-3751 or by email to cmclientsupport@wellsfargo.com, or Keefe, Bruyette \& Woods, Inc. by calling toll-free (800) 966-1559.

