

CHIMERA INVESTMENT CORP  
Form S-3MEF  
April 15, 2009

As filed with the Securities and Exchange Commission on April 15, 2009  
Registration No. 333□

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Chimera Investment Corporation**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or  
organization)

26-0630461  
(I.R.S. Employer  
Identification Number)

1211 Avenue of the Americas, Suite 2902  
New York, New York 10017  
(212) 696-0100  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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R. Nicholas Singh, Esq.  
Executive Vice President and General Counsel  
c/o Fixed Income Discount Advisory Company  
1211 Avenue of the Americas, Suite 2902  
New York, New York 10036  
(212) 696-0100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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COPIES TO:

Phillip J. Kardis, II, Esq.  
Anthony C. Green, Esq.  
K&L Gates LLP  
101 K Street, N.W.  
Washington, DC 20006  
(202) 778-9401

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-156455

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 413(b) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of  large accelerated filer,  accelerated filer  and  smaller reporting company  in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Proposed<br>maximum<br>aggregate offering<br>price(1) | Amount of registration fee(2) |
|--|---|-------------------------------|
| Common Stock(3)                                    | \$60,750,000  | \$3,389.85                    |

- (1) In no event will the maximum aggregate offering price of all securities issued pursuant to this registration statement and the registration statement on Form S-3, file no. 333-156455 exceed those registered under such registration statements.
  - (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f) promulgated under the Securities Act. The registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of April 16, 2009), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than April 16, 2009.
  - (3) Subject to footnote 1, there is being registered hereunder an indeterminate number of shares of common stock as may be sold, from time to time, by the registrant.
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EXPLANATORY STATEMENT

This registration statement on Form S-3 is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both promulgated under the Securities Act of 1933, as amended, to register an additional \$60,750,000 of common stock, par value \$0.01 per share, of Chimera Investment Corporation.

INCORPORATION BY REFERENCE

The contents of the registration statement, including exhibits, and each document incorporated by reference therein, on Form S-3 relating to the registration of \$750,000,000 of common stock, preferred stock and any combination of the foregoing of Chimera Investment Corporation filed on December 24, 2008, file number 333-156455, as amended and supplemented, which was declared effective by the Securities and Exchange Commission on January 14, 2009 and which remains effective as of the date of this filing, are incorporated herein by reference.

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**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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 15, 2009.

**CHIMERA INVESTMENT CORPORATION**

By: /s/ Matthew Lambiase  
 Matthew Lambiase  
 President and Chief Executive Officer

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>    |
|---|---|----------------|
| /s/ Matthew Lambiase<br>Matthew Lambiase      | Chief Executive Officer,<br>President and Director<br>(principal executive officer) | April 15, 2009 |
| /s/ Alexandra Denahan<br>A. Alexandra Denahan | Chief Financial Officer<br>(principal financial and<br>accounting officer)          | April 15, 2009 |
| *<br>Paul Donlin                              | Nonexecutive Chairman of the<br>Board of Directors                                  | April 15, 2009 |
| *<br>Mark Abrams                              | Director  | April 15, 2009 |
| /s/ Jeremy Diamond<br>Jeremy Diamond          | Director  | April 15, 2009 |
| *<br>Paul A. Keenan                           | Director  | April 15, 2009 |

\* By Matthew Lambiase as attorney-in-fact.

**EXHIBIT INDEX**

| Exhibit Number | Description  |
|----------------|--|
| 5.1            | Opinion of K&L Gates LLP re legality (including consent of such firm). |
| 8.1            | Tax Opinion of K&L Gates LLP (including consent of such firm).         |
| 23.1           | Consent of Deloitte & Touche LLP.                                      |
| 23.2           | Consent of K&L Gates LLP (included in Exhibit 5.1)                     |
| 23.3           | Consent of K&L Gates LLP (included in Exhibit 8.1)                     |

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