

AGNC Investment Corp.
Form 8-K
March 29, 2019

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): March 29, 2019 (March 25, 2019)

AGNC INVESTMENT CORP.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 001-34057 | 26-1701984 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 2 Bethesda Metro Center, 12th Floor | | |
| Bethesda, Maryland 20814 | | |
| (Address of principal executive offices) | | |

Registrant's telephone number, including area code:
(301) 968-9300

N/A
(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 5.02(b). Departure of Director

On March 25, 2019, Larry K. Harvey notified AGNC Investment Corp. (the "Company") of his decision not to stand for re-election to the Company's Board of Directors at the annual meeting of stockholders to be held on April 18, 2019 (the "Annual Meeting"). Mr. Harvey's decision not to stand for re-election is not the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

In light of this decision, the Board has decreased the size of the Board from six to five members, effective upon the certification of the results of the vote at the Company's Annual Meeting, and therefore no other nominee for election at the Annual Meeting will be named in Mr. Harvey's place.

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.

AGNC INVESTMENT CORP.

Dated: March 29, 2019 By: /s/ Kenneth L. Pollack

Kenneth L. Pollack

Senior Vice President, General Counsel and Secretary