

Invesco Mortgage Capital Inc.  
Form 8-K  
February 07, 2019

**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): February 4, 2019**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34385**  
**(Commission**  
  
**File Number)**

**26-2749336**  
**(IRS Employer**  
  
**Identification No.)**

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**1555 Peachtree Street, NE, Atlanta, Georgia**  
**(Address of principal executive offices)**

**30309**  
**(Zip Code)**

**Registrant's telephone number, including area code: (404) 892-0896**

**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 (see General Instruction A.2. below):

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 1.01. Entry Into a Material Definitive Agreement.**

On February 4, 2019, Invesco Mortgage Capital Inc., a Maryland corporation (the Company), IAS Operating Partnership LP, and Invesco Advisers, Inc. entered into an Underwriting Agreement with Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., and Credit Suisse Securities (USA) LLC (collectively, the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters 14,000,000 shares of its common stock and provide the Underwriters with an option to purchase up to an additional 2,100,000 shares of common stock (the Securities). On February 5, 2019, the Underwriters exercised their option to purchase the additional 2,100,000 shares in full. The Securities were registered with the Securities and Exchange Commission (the Commission) pursuant to the Company's shelf registration statement on Form S-3ASR (File No. 333-210454) (as the same may be amended and/or supplemented, the Registration Statement), under the Securities Act of 1933, as amended (the Securities Act).

Pursuant to General Instruction F to the Commission's Form 8-K, a copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on 8-K (this Report), and the information in the Underwriting Agreement is incorporated into this Item 1.01 by this reference.

The material terms of the Securities are described in the Company's prospectus supplement, dated February 4, 2019 and filed with the Commission on February 6, 2019 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Securities and supplements the Company's prospectus, as filed with the Commission on March 29, 2013, contained in the Registration Statement.

**Item 8.01. Other Events.**

On February 7, 2019, the Company completed its public offering of 16,100,000 shares of common stock pursuant to the Underwriting Agreement filed as Exhibit 1.1 to this Report.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

(d) Exhibits.

Exhibit Number	Description
1.1	<u>Underwriting Agreement, dated as of February 4, 2019, by and among the Company, IAS Operating Partnership LP, Invesco Advisers, Inc. and the Underwriters.</u>
5.1	<u>Legal Opinion of Alston &amp; Bird LLP.</u>
8.1	<u>Tax Opinion of Alston &amp; Bird LLP.</u>
23.1	<u>Consent of Alston &amp; Bird LLP (included in Exhibit 5.1).</u>

23.2 Consent of Alston & Bird LLP (included in Exhibit 8.1).

99.1 Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).

**SIGNATURES**

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.

**INVESCO MORTGAGE CAPITAL INC.**

February 7, 2019

By: /s/ Robert H. Rigsby  
Name: Robert H. Rigsby  
Title: Vice President and Secretary