



Phillip J. Kardis II  
Chief Legal Officer

February 5, 2020

By email to [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington D.C. 20549

Re: Chimera Investment Corporation – Potential Shareholder Proposal Submitted by Pro Cap NYC llc

Ladies and Gentlemen:

I am writing on behalf of Chimera Investment Corporation, a Maryland Corporation (the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission concur with our view that, for the reason stated below, the Company may exclude the potential shareholder proposal and supporting statement (the “Potential Proposal”) submitted by Pro Cap NYC llc (the “Proponent”) from the proxy materials to be distributed by the Company in connection with its 2020 annual meeting of shareholders (the “2020 proxy materials”).

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), this letter is being submitted by email to [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov). A copy of this letter also is being sent by mail to the Proponent as notice of the Company’s intent to omit the Potential Proposal from the Company’s 2020 proxy materials.

### The Potential Proposal

#### The Potential Proposal states:

“For the following reasons, Pro Cap NYC llc (“ProCap”), the ‘shareholders’ investment bank’, respectively requests Chimera Investment Corporation’s Board of Directors (“Board”) to offer themselves up for re-election annually:

- Each director has a fiduciary duty to oversee management on behalf of shareholders. If only a minority of directors are elected each year, the full Board’s accountability to the shareholders is reduced which impairs each director’s main purpose.

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- The institutions that control a majority of Chimera Investment Corporation's vote universally favor the annual election of all directors.
- Only a minority of Russell 300 companies have classified Boards of Directors.
- The argument in support of a staggered board: that a board needs the ability to resist the wishes of a majority of shareholders makes little sense and, at best, is an affront to the skills and sophistication of a majority of Chimera Investment Corporation's shareholder base.

As it infringes on the choice of the shareholders without sufficient justification, ProCap believes that Chimera Investment Corporation should resolve to eliminate its classified board for the benefit of said shareholders."

The Proponent goes on to state:

"If ProCap's request is denied, ***we will consider submitting a resolution to the shareholders*** of Chimera Investment Corporation at its May 2020 Annual Meeting to declassify its Board along with an alternative slate of Director Nominees." Emphasis added.

A copy of the Proponent's submission, including the Potential Proposal, is attached as Exhibit A.

### **Basis for Excluding the Potential Proposal**

**The Potential Proposal may be excluded from the 2020 Proxy materials Pursuant to Rule 14(a)-8(e)(2) because it was submitted after the deadline for submitting a proposal.**

Although it is not clear if Potential Proposal is actually intended to be a “proposal” with the meaning of Rule 14a-8, Rule 14a-8(e)(2) of the Exchange Act provides that a proposal submitted with respect to a company’s regularly scheduled annual meeting “must be received at the company’s principal executive offices not less than 120 calendar days before the date of the company’s proxy statement released to shareholders in connection with the previous year’s annual meeting.” The proxy statement for the Company’s 2019 annual meeting of shareholders was dated and released to shareholders on April 15, 2019. Accordingly, the deadline for submitting shareholder proposals for inclusion in the 2020 proxy materials was December 17, 2019.

Rule 14a-8(e)(2) further provides that the 120-calendar day advanced receipt requirement does not apply if the current year’s annual meeting has changed more than 30 days from the date of the prior year’s meeting. The Company’s 2019 annual meeting of shareholders was held on May 30, 2019, and the 2020 Annual Meeting is scheduled for May 28, 2020. As the 2020 Annual Meeting has not been changed by more than 30 days from the date of the prior year’s meeting, the deadline for shareholder proposals for inclusion in the Company’s 2020 proxy statement remains December 17, 2019.

The Potential Proposal was dated September 7, 2019, postmarked on January 28, 2020, and received by the Company on or about January 31, 2020, which is 75 days prior to the anniversary of the date of the Company’s release of its definitive proxy statement for its 2019 annual meeting.

The Staff has repeatedly concurred that a proposal may be excluded in its entirety under Rule 14a-8(e)(2) when it is received after the applicable deadline for submitting a shareholder proposal. See, e.g., *Xerox Holdings Corporation* (Jan. 17, 2020); *JPMorgan Chase & Co.* (Jan. 13, 2020); *Caterpillar Inc.* (April 4, 2019); *Comcast Corporation* (Apr. 4, 2019); *HollyFrontier Corporation* (Feb 11, 2019), *DTE Energy Company* (Dec. 18, 2018), *Sprint Corporation* (Aug. 1, 2018); *PepsiCo, Inc.* (Jan. 2014); *Newell Rubbermaid Inc.* (Jan. 23, 2012).

In accordance with Rule 14a-8(f)(1) and Section C.6.c of Staff Legal Bulletin No. 14 (July 13, 2001), the Company has not provided the Proponent with notice of the Potential Proposal’s deficiency because the deficiency cannot be remedied. The Company also respectfully submits that, because the Company only received the Potential Proposal on or about January 31, 2020 (which is 74 days prior to the date the Company intends to file its definitive proxy statement to comply with SEC rules with respect to our May 28, 2020 annual meeting of stockholders), and the Company undertook a process with outside counsel to analyze the Potential Proposal, it was not possible for the Company to meet the 80-calendar day

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deadline referred to in Rule 14a-8(j). Nevertheless, following that process the Company acted expeditiously to submit this request in a commercially reasonable fashion.

### Conclusion

The Company believe the Potential Proposal may be omitted in its entirety from the Company's 2020 proxy materials under Rule 14a-8(e)(2) because the Proponent failed to timely submit the Potential Proposal. Accordingly, the Company respectfully requests the concurrent of the Staff that it will not recommend enforcement action against the Company if the Company excludes the Proposal in its entirety from its 2020 proxy materials.

If you have any questions with respect to the matter, please contact me at (212) 626-2320 or by email at [phillip.kardis@chimerareit.com](mailto:phillip.kardis@chimerareit.com).

Sincerely,



Phillip J Kardis II  
Chief Legal Officer & Secretary

cc: Herbert A. Denton, Pro Cap NYC IIc  
1932 Madison Avenue #111  
New York, NY 10029

**EXHIBIT A**

**Potential Proposal**

*See attached.*

Pro Cap NYC llc  
1392 Madison Avenue #111  
New York, NY 10029  
+1-347-215-1406

Attention: Investor Relations  
Chimera Investment Corporation  
Chairman of the Nominating and Corporate Governance Committee  
Mr. Paul Donlin  
520 Madison Avenue, 32nd Floor  
New York, NY 10022

09/07/19

Dear Mr. Paul Donlin,

For the following reasons, Pro Cap NYC llc ("ProCap"), the 'shareholders' investment bank', respectfully requests Chimera Investment Corporation's Board of Directors ("Board") to offer themselves up for re-election annually:

- Each director has a **fiduciary duty** to oversee management on behalf of the shareholders. If only a minority of the directors are elected each year, the full Board's accountability to the shareholders is reduced which impairs each director's main purpose.
- The institutions that control a **majority** of Chimera Investment Corporation's vote universally favor the annual election of all directors.
- Only a minority of Russell 3000 companies have classified Boards of Directors.
- The argument in support of a staggered board: that a board needs the ability to resist the wishes of a majority of shareholders makes little sense and, at, best, is an affront to the skills and sophistication of the majority of Chimera Investment Corporation's shareholder base.

As it infringes on the choice of the shareholders without sufficient justification, ProCap believes that Chimera Investment Corporation should resolve to eliminate its classified board for the benefit of said shareholders.

Along with the members of Jefferies Group's M&A Department, I founded Providence Capital, Inc. in 1991 to represent the interests of shareholders. While at Jefferies and, later, at Providence Capital and now, at ProCap, I accomplished numerous results for the benefit of the shareholders, including:

- Managed three dozen proxy contests, as well as certain precursors, including Aetna, Campbell Soup, COMSAT, ICN Pharmaceuticals (twice due to its classified Board), Lockheed Martin, Time Warner (for CalPERS) and US Steel-Marathon Oil (for Carl C. Icahn).
- Challenged seven NYSE-listed companies' "poison pills" including Aetna, Toys 'R Us and Navistar. All seven challenges were successful.

- Served as a director of ten publicly listed companies and placed over 60 individuals as directors on over 30 Boards of Directors.

If ProCap's request is denied, we will consider submitting a resolution to the shareholders of Chimera Investment Corporation at its May 2020 Annual Meeting to declassify its Board along with an alternative slate of Director Nominees.

Sincerely,

A handwritten signature in black ink, appearing to read 'H.A. Denton', with a long, sweeping horizontal line extending to the right.

Herbert A. Denton  
President  
Pro Cap NYC llc

Cc: B. McNew, Cooch and Taylor P.A.

NEW YORK NY 100

28 JAN 2020 PM 10 L



FOREVER / USA

Pro Cap NYC llc  
1392 Madison Avenue #111  
New York, NY 10029

**Chimera Investment Corporation**  
Attention: Investor Relations  
Mr. Paul Donlin  
520 Madison Avenue, 32nd Floor  
New York, NY 10022

10022-421000

