

CHIMERA INVESTMENT CORP  
Form SC 13D/A  
November 20, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No.1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

**CHIMERA INVESTMENT CORPORATION**  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

16934Q109  
(CUSIP Number)

Alan M. Stark, Esq.  
411 N. New River Dr. E

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Fort Lauderdale FL 33301

954-522-4110

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 18, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16934Q109

1. Name of Reporting

Persons:

Leon G. Cooperman

2. Check the Appropriate Box   
If a Member of a Group a.

b.

3. SEC Use Only

4. Source of Funds:

WC

5. Check If Disclosure of  
Legal Proceedings Is Required   
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of  
Organization:

United States

Number of Shares Beneficially  
Owned by Each Reporting  
Person With

7. Sole Voting Power

49,471,787

8. Shared Voting Power

17,153,210

9. Sole Dispositive Power

49,471,787

10. Shared Dispositive Power

17,153,210

11. Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

66,624,997

12. Check If the Aggregate  
Amount in Row 11 Excludes   
Certain Shares

13. Percent of Class  
Represented by Amount in Row  
11  
6.5%

14. Type of Reporting Person  
IN

This Amendment No. 1 relates to the common stock, par value \$0.01 per share, of Chimera Investment Corporation (the "Issuer"), a Maryland corporation. It amends and supplements the Schedule 13D filed February 24, 2014.

**Item 5. Interest in Securities of the Issuer**

Items 5(a),(b), and (c) are hereby amended and restated to read as follows:

(a) Mr. Cooperman may be deemed the beneficial owner of 66,624,997 Issuer Common Shares, which constitutes approximately 6.5% of the total number of Issuer Common Shares outstanding. This is based on a total of 1,027,558,123 Issuer Common Shares outstanding reported on the Issuer's Form 10-Q filed with the SEC for the quarter ended September 30, 2014. This consists of 10,441,222 Shares owned by Capital LP; 4,808,129 Shares owned by Investors LP; 4,905,604 Shares owned by Equity LP; 1,280,000 Shares owned by Credit LP; 13,435,532 Shares owned by Overseas; 11,632,500 Shares owned by Mr. Cooperman; 17,153,210 Shares owned by Managed Accounts; 600,000 Shares owned by Toby Cooperman; 250,000 Shares owned by the Foundation; 85,000 Shares owned by the Family Fund; 1,000,000 owned by Michael S. Cooperman; 1,000,000 Shares owned by the WRA Trust; and 33,800 Shares owned by Asher Silvin Cooperman.

(b) Mr. Cooperman has sole voting power over 49,471,787 Issuer Common Shares beneficially owned by him, has shared voting power over 17,153,210 Issuer Common Shares beneficially owned by him, has sole dispositive power over 49,471,787 Issuer Common Shares beneficially owned by him, and has shared dispositive power over 17,153,210 Issuer Common Shares beneficially owned by him.

(c) The transactions effected by Mr. Cooperman in the Issuer Common Shares during the past 60 days are set forth on Schedule 1 attached hereto.

**Item 7. Materials to Be Filed as Exhibits**

Item 7 is hereby amended and restated to read as follows:

Schedule 1

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Alan M. Stark

Name: Alan M. Stark

Date: November 20, 2014 Title: Attorney In Fact, Duly authorized under POA

Effective as of March 1, 2013 and filed on May 20, 2013

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)**

**SCHEDULE 1****Transactions of the Reporting Person Effected****During the Past 60 Days****The following transactions were effected by Managed Accounts:**

Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
9/26/14	Common Stock	251,704	3.06
9/29/14	Common Stock	63,700	3.0928
10/1/14	Common Stock	102,400	3.0599
10/3/14	Common Stock	300	3.05
10/7/14	Common Stock	17,800	3.05
10/15/14	Common Stock	(748,181)	) 3.0706
10/21/14	Common Stock	(147,000)	) 3.1202
10/22/14	Common Stock	(3,400)	) 3.13
10/24/14	Common Stock	(232,600)	) 3.10
10/28/14	Common Stock	(10,300)	3.11
10/29/14	Common Stock	(42,217)	3.1192
10/30/14	Common Stock	(6,900)	3.11
10/31/14	Common Stock	(300,000)	3.1101
11/3/14	Common Stock	(78,400)	3.13
11/4/14	Common Stock	(73,201)	) 3.13
11/5/14	Common Stock	(121,000)	) 3.1327
11/11/14	Common Stock	(857,000)	) 3.2151
11/12/14	Common Stock	(224,000)	3.2376
11/13/14	Common Stock	(144,000)	3.2566
11/14/14	Common Stock	(182,000)	) 3.2868
11/17/14	Common Stock	(60,000)	) 3.31
11/18/14	Common Stock	(201,000)	) 3.3395
11/19/14	Common Stock	(144,000)	3.3462

All of the above transactions were effected on the open market.

The following transactions were effected by Omega Capital Investors, LP:

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Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
10/1/14	Common Stock	252,300	3.0599
10/7/14	Common Stock	31,700	3.05
10/15/14	Common Stock	(45,000 )	3.0706
10/16/14	Common Stock	(60,000 )	3.08
10/21/14	Common Stock	(68,400 )	3.1202
10/24/14	Common Stock	(116,100 )	3.10
10/28/14	Common Stock	(1,600)	3.11
10/29/14	Common Stock	(18,600)	3.1192
11/4/14	Common Stock	(10,600 )	3.13
11/5/14	Common Stock	(54,600 )	3.1327
11/11/14	Common Stock	(290,000 )	3.2151
11/12/14	Common Stock	(98,000)	3.2376
11/13/14	Common Stock	(51,000)	3.2566
11/14/14	Common Stock	(83,000 )	3.2868
11/17/14	Common Stock	(27,000 )	3.31
11/18/14	Common Stock	(106,000 )	3.3395
11/19/14	Common Stock	(156,521)	3.3462

All of the above transactions were effected on the open market.

The following transactions were effected by Omega Capital Partners, LP:

Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
10/01/14	Common Stock	131,700	3.0599
10/07/14	Common Stock	75,100	3.05
10/15/14	Common Stock	(124,000)	3.0706
10/16/14	Common Stock	(134,000)	3.08
10/21/14	Common Stock	(137,900)	3.1202
10/24/14	Common Stock	(116,100)	3.10
10/28/14	Common Stock	(2,700)	3.11
10/29/14	Common Stock	(30,100)	3.1192
11/03/14	Common Stock	(54,100)	3.13
11/04/14	Common Stock	(61,200)	3.13
11/05/14	Common Stock	(119,900 )	3.1327
11/11/14	Common Stock	(633,222)	3.2151
11/12/14	Common Stock	(215,000 )	3.2376
11/13/14	Common Stock	(106,000 )	3.2566
11/14/14	Common Stock	(180,800 )	3.2868
11/17/14	Common Stock	(55,000 )	3.31
11/18/14	Common Stock	(227,000 )	3.3395
11/19/14	Common Stock	(71,000 )	3.3462

All of the above transactions were effected on the open market.

The following transactions were effected by Omega Equity Investors, LP:

Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
10/01/14	Common Stock	129,800	3.0599
10/07/14	Common Stock	43,000	3.05
10/15/14	Common Stock	(66,000)	3.0706
10/16/14	Common Stock	(62,000)	3.08
10/21/14	Common Stock	(62,650)	3.1202
10/24/14	Common Stock	(109,100 )	3.10
10/28/14	Common Stock	(2,400 )	3.11
10/29/14	Common Stock	(13,900 )	3.1192
11/03/14	Common Stock	(24,500 )	3.13
11/04/14	Common Stock	(27,700)	3.13

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11/05/14	Common Stock	(57,100)		3.1327
11/11/14	Common Stock	(296,000)		3.2151
11/12/14	Common Stock	(101,000)		3.2376
11/13/14	Common Stock	(51,000)		3.2566
11/14/14	Common Stock	(87,000	)	3.2868
11/17/14	Common Stock	(25,000	)	3.31
11/18/14	Common Stock	(106,000	)	3.3395
11/19/14	Common Stock	(74,000)		3.3462

All of the above transactions were effected on the open market.

The following transactions were effected by Omega Overseas Partners Ltd:

Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
10/01/14	Common Stock	243,800	3.0599
10/07/14	Common Stock	82,400	3.05
10/15/14	Common Stock	(76,000)	3.0706
10/16/14	Common Stock	(193,531)	3.08
10/21/14	Common Stock	(243,400)	3.1202
10/22/14	Common Stock	(2,400)	) 3.13
10/24/14	Common Stock	(297,300)	) 3.10
10/29/14	Common Stock	(31,400)	3.1192
11/03/14	Common Stock	(11,700)	3.13
11/04/14	Common Stock	(70,900)	3.13
11/05/14	Common Stock	(147,400)	3.1327
11/11/14	Common Stock	(818,000)	) 3.2151
11/12/14	Common Stock	(262,000)	) 3.2376
11/13/14	Common Stock	(180,700)	) 3.2566
11/14/14	Common Stock	(222,000)	3.2868
11/17/14	Common Stock	(83,000)	3.31
11/18/14	Common Stock	(307,336)	) 3.3395
11/19/14	Common Stock	(204,000)	) 3.3462

All of the above transactions were effected on the open market.

The following transactions were effected by Omega Credit Opportunity Fund:

Date	Security	Amount of Shs. Bought/(Sold)	Price (\$) per Share
10/14/14	Common Stock	(2,000,000)	3.0967

All of the above transactions were effected on the open market.