SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



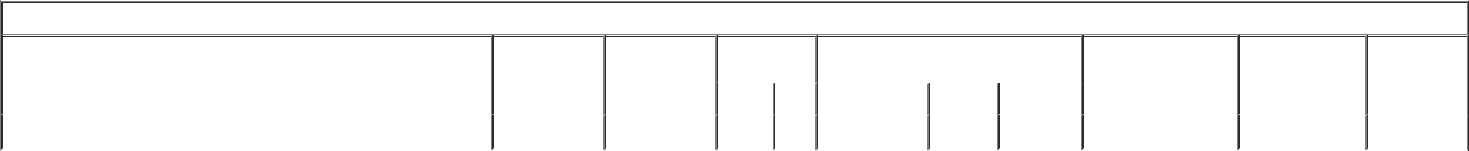
|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940

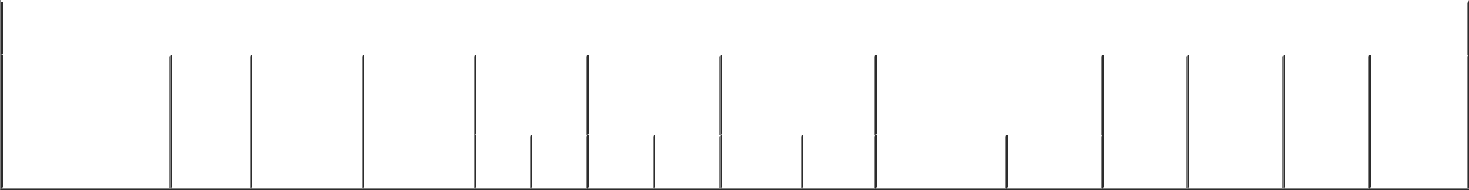


|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |  |
|  | [Davis Morris A.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001432824) |  |  |  | [AGNC Investment Corp.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001423689) [ AGNC ] | (Check all applicable) |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  | X Director | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  | Officer (give title below) | Other (specify below) |  |
|  | (Last) | (First) | (Middle) |  |  |  |
|  |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |
|  | 2 BETHESDA METRO CENTER | |  | 04/23/2020 | |  |  |  |
|  | 12TH FLOOR |  |  |  |  |  |  |  |
|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | |  |
|  |  |  |  |  |
| (Street) | |  |  |  |  | X Form filed by One Reporting Person | |  |
|  | BETHESDA | MD | 20814 |  |  | Form filed by More than One Reporting Person | |  |
|  |  |  |  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |  |  |  |  |  |



**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | |  |  | **2. Transaction** | |  | **2A. Deemed** | **3. Transaction** | | **4. Securities Acquired (A) or Disposed Of** | | | | **5. Amount of Securities** | | | **6. Ownership Form:** | | **7. Nature of** | |  |
|  |  |  |  |  | **Date** |  |  | **Execution Date,** | **Code (Instr. 8) (D) (Instr. 3, 4 and 5)** | | | | |  | **Beneficially Owned** | | | **Direct (D) or** | | **Indirect** | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | **if any** |  |  |  |  |  |  | **Following Reported** | | | **Indirect (I) (Instr. 4)** | | **Beneficial** | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **Code** | **V** | **Amount** |  | **(A) or (D)** | **Price** | **Transaction(s) (Instr. 3** | | |  |  | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  | **and 4)** | |  |  |  | **(Instr. 4)** | |  |
|  |  | | |  |  | |  |  |  |  |  | |  |  |  |  | |  |  |  |  |  |
|  | Common Stock, par value $0.01 per share | | |  | 04/23/2020 | |  |  | A |  | 10,113 | | A | (1) | 37,196.946(2) | | |  | D |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | |  | |  | | |  | | |  |  |  | |  |  |  |  |
|  | **1. Title of Derivative** | **2.** | **3. Transaction** | **3A. Deemed** | **4. Transaction** | | **5. Number of** | | **6. Date Exercisable and** | | | **7. Title and Amount of Securities** | | |  | **8. Price of** | **9. Number of** | | **10.** | **11. Nature of** | |  |
|  | **Security (Instr. 3)** | **Conversion** | **Date** | **Execution Date,** | **Code (Instr. 8)** | | **Derivative Securities** | | **Expiration Date** | | | **Underlying Derivative Security (Instr. Derivative** | | | | | **derivative** | | **Ownership** | **Indirect** | |  |
|  |  | **or Exercise** | **(Month/Day/Year)** | **if any** |  |  | **Acquired (A) or** | | **(Month/Day/Year)** | | | **3 and 4)** |  |  |  | **Security** | **Securities** | | **Form: Direct** | **Beneficial** | |  |
|  |  | **Price of** |  | **(Month/Day/Year)** |  |  | **Disposed of (D)** | |  |  |  |  |  |  |  | **(Instr. 5)** | **Beneficially** | | **(D) or** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  |  | **(Instr. 3, 4 and 5)** | |  |  |  |  |  |  |  |  | **Owned** |  | **Indirect (I)** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** |  |  | **Reported** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Date** |  | **Expiration** |  |  | **Number of** |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  | **Code** | **V** | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** |  | **Shares** |  |  | **(Instr. 4)** |  |  |  |  |  |



**Explanation of Responses:**

1. Represents restricted stock units ("RSUs") granted to the Reporting Person under the AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan. The awards were received as a grant for no consideration. The Common Stock underlying the RSUs will vest, subject to certain limitations, on the earlier of (i) April 23, 2021 or (ii) the next annual meeting of stockholders.
2. Includes 1,131 dividend equivalent restricted stock units received on previously granted RSU awards since the Reporting Person's last Form 4 filing.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | /s/ Kenneth L. Pollack, as Attorney-in- | |  | 04/27/2020 |  |
|  | Fact |  | |  |
|  |  |  |
|  | \*\* Signature of Reporting Person | | | Date |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | |  |  |
| \* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v). | | | |  |  |
| \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | | | |  |  |
| Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. | | | |  |  |
| **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.** | | | |  |  |

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Peter Federico, Kenneth L. Pollack, and Kasey Reisma

1. execute and file Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and a Fo
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such F
3. execute and file Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules thereunder;
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such F
5. execute and file Schedules 13D and 13G in accordance with all applicable laws;
6. take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of be

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The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requ

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the date set forth below.

Signature

Date /S/

Morris Davis7/19/16Signature Page to Power of Attorney