

**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): October 25, 2019



Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-34057

(Commission File Number)

**2 Bethesda Metro Center, 12th Floor
Bethesda, Maryland 20814**
(Address of principal executive offices)

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

26-1701984
(I.R.S. Employer
Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Common Stock, par value \$0.01 per share	AGNC	The Nasdaq Global Select Market
Depository shares of 7.750% Series B Cumulative Redeemable Preferred Stock	AGNCB	The Nasdaq Global Select Market
Depository shares of 7.000% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCN	The Nasdaq Global Select Market
Depository shares of 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCM	The Nasdaq Global Select Market
Depository shares of 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCO	The Nasdaq Global Select Market

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 8.01. Other Events.

On October 25, 2019, the Company gave notice to the holders of its outstanding 7.750% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") of its intention to redeem all of the outstanding Series B Preferred Stock and the corresponding 7,000,000 depository shares, each representing a 1/1,000th interest in a share of Series B Preferred Stock (the "Series B Depository Shares") on November 26, 2019 (the "Preferred Stock Redemption").

The Preferred Stock Redemption is in accordance with the terms in the Company's Amended and Restated Certificate of Incorporation. There are 7,000,000 Series B Depository Shares, with an aggregate liquidation preference of \$175,000,000, currently outstanding. The Series B Preferred Stock will be redeemed for cash at a redemption price of \$25,000 per share (equivalent to a \$25.00 liquidation preference per Series B Depository Share). All shares of the Series B Preferred Stock are held in book-entry form through the Depository Trust Company ("DTC") and will be redeemed in accordance with the procedures of DTC. Upon redemption, the Series B Depository Shares will no longer be outstanding and all rights with respect to such stock will cease and terminate, except the right to payment of the redemption price. Also upon redemption, the Series B Depository Shares will be delisted from trading on the Nasdaq Global Select Market.

A copy of the press release announcing the notice of redemption is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section, nor shall it be deemed incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated October 25, 2019, announcing the notice of redemption.</u>

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: October 25, 2019

By: /s/ Kenneth L. Pollack

Kenneth L. Pollack

Senior Vice President, Chief Compliance Officer, General Counsel and Secretary

**FOR IMMEDIATE RELEASE****October 25, 2019****CONTACT:**

Investor Relations - (301) 968-9300

AGNC Investment Corp. Announces Redemption of Depository Shares of Its 7.750% Series B Cumulative Redeemable Preferred Stock

Bethesda, MD – October 25, 2019 - AGNC Investment Corp. (Nasdaq: AGNC) ("AGNC" or the "Company") announced today that it will redeem all 7,000 of the outstanding shares of its 7.750% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") and the corresponding seven million depository shares, each representing a 1/1,000th interest in the Series B Preferred Stock (the "Series B Depository Shares") on November 26, 2019 (the "Redemption Date"). The redemption amount (the "Redemption Amount") for the Series B Depository Shares will be \$25.00 per share, plus \$0.22066 per share of accrued and unpaid dividends to, but not including, the Redemption Date.

On the Redemption Date, dividends will cease to accumulate on the shares of the Series B Depository Shares, shares of Series B Depository Shares shall no longer be deemed outstanding, and all rights of the holders of those shares will terminate, except the right to receive the Redemption Amount. As the redemption is a redemption in full, the Series B Depository Shares will cease trading on the Nasdaq Global Select Market (Nasdaq: AGNCB, CUSIP No. 00123Q302).

The redemptions will be made in accordance with the Depository Trust Company's procedures. To collect the Redemption Amount, holders of the Series B Depository Shares must surrender their shares to Computershare, the Company's dividend and redemption price disbursing agent, as specified in the Notice of Redemption. Questions regarding these redemptions and related materials should be directed to Computershare Shareholder Services at 800-733-5001 (within the U.S.) or 781-575-3400 (outside the U.S.) from 9:00 am ET to 5:00 pm ET Monday through Friday. The address for the redemption agent is as follows:

Computershare Trust Company NA
P.O. Box 43011
Providence, RI 02940-3014

ABOUT AGNC INVESTMENT CORP.

AGNC Investment Corp. is an internally-managed real estate investment trust that invests primarily in residential mortgage-backed securities for which the principal and interest payments are guaranteed by a U.S. Government-sponsored enterprise or a U.S. Government agency. For further information, please refer to www.AGNC.com.

