

**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): December 13, 2019 (December 12, 2019)**



**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-34057**  
(Commission File Number)

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

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

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

**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 7.000% 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 5.03. Amendments to Articles of Incorporation or Bylaws.**

On December 12, 2019, AGNC Investment Corp., a Delaware corporation (the "Corporation") filed a Certificate of Elimination (the "Certificate of Elimination") of the 7.750% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") with the Secretary of State of the State of Delaware which, effective upon filing, eliminated from the Corporation's Amended and Restated Certificate of Incorporation all matters set forth in the Certificate of Designation for the Series B Preferred Stock filed with the Secretary of State of the State of Delaware on May 7, 2014.

The Certificate of Elimination is filed herewith as Exhibit 3.1 and is incorporated by reference.

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	<a href="#"><u>Certificate of Elimination of 7.750% Series B Cumulative Redeemable Preferred Stock of AGNC Investment Corp.</u></a>

**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: December 13, 2019

By: /s/ Kenneth L. Pollack

Kenneth L. Pollack

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

**CERTIFICATE OF ELIMINATION OF  
7.750% SERIES B CUMULATIVE REDEEMABLE PREFERRED STOCK  
OF  
AGNC INVESTMENT CORP.**

Pursuant to Section 151(g) of the General Corporation Law  
of the State of Delaware

AGNC Investment Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and the authority granted in the Certificate of Incorporation of the Corporation, as theretofore amended, the Board of Directors of the Corporation, by resolution duly adopted, authorized the issuance of a series of preferred stock designated 7.750% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on May 7, 2014, filed a Certificate of Designation with respect to such Series B Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Certificate of Designation").

2. That no shares of said Series B Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

*WHEREAS*, by resolution of the Board of Directors of the Corporation and by a Certificate of Designations (the "Certificate of Designations") filed in the office of the Secretary of State of the State of Delaware on May 7, 2014, the Corporation authorized the issuance of a series of preferred stock designated 7.750% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock") and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof; and

*WHEREAS*, as of the date hereof, no shares of such Series B Preferred Stock are outstanding and no shares of such Series B Preferred Stock will be issued subject to said Certificate of Designations; and

*WHEREAS*, it is desirable that all matters set forth in the Certificate of Designations with respect to such Series B Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

*NOW, THEREFORE, BE IT RESOLVED*, that as of the date hereof, no shares of such Series B Preferred Stock are outstanding and no shares of such Series B Preferred Stock will be issued subject to said Certificate of Designations; and it is further

*RESOLVED*, that all matters set forth in the Certificate of Designations with respect to such Series B Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation; and it is further

*RESOLVED*, that the officers of the Corporation be, and hereby are, authorized and directed to file a Certificate of Elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designations with respect to such Series B Preferred Stock shall be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

IN WITNESS WHEREOF, AGNC Investment Corp. has caused this Certificate to be executed by its duly authorized officer this 12th day of December, 2019.

**AGNC INVESTMENT CORP.**

By: /s/ Kenneth L. Pollack  
Name: Kenneth L. Pollack  
Title: Senior Vice President, General Counsel and Secretary