SEC Form 4

**FORM 4**

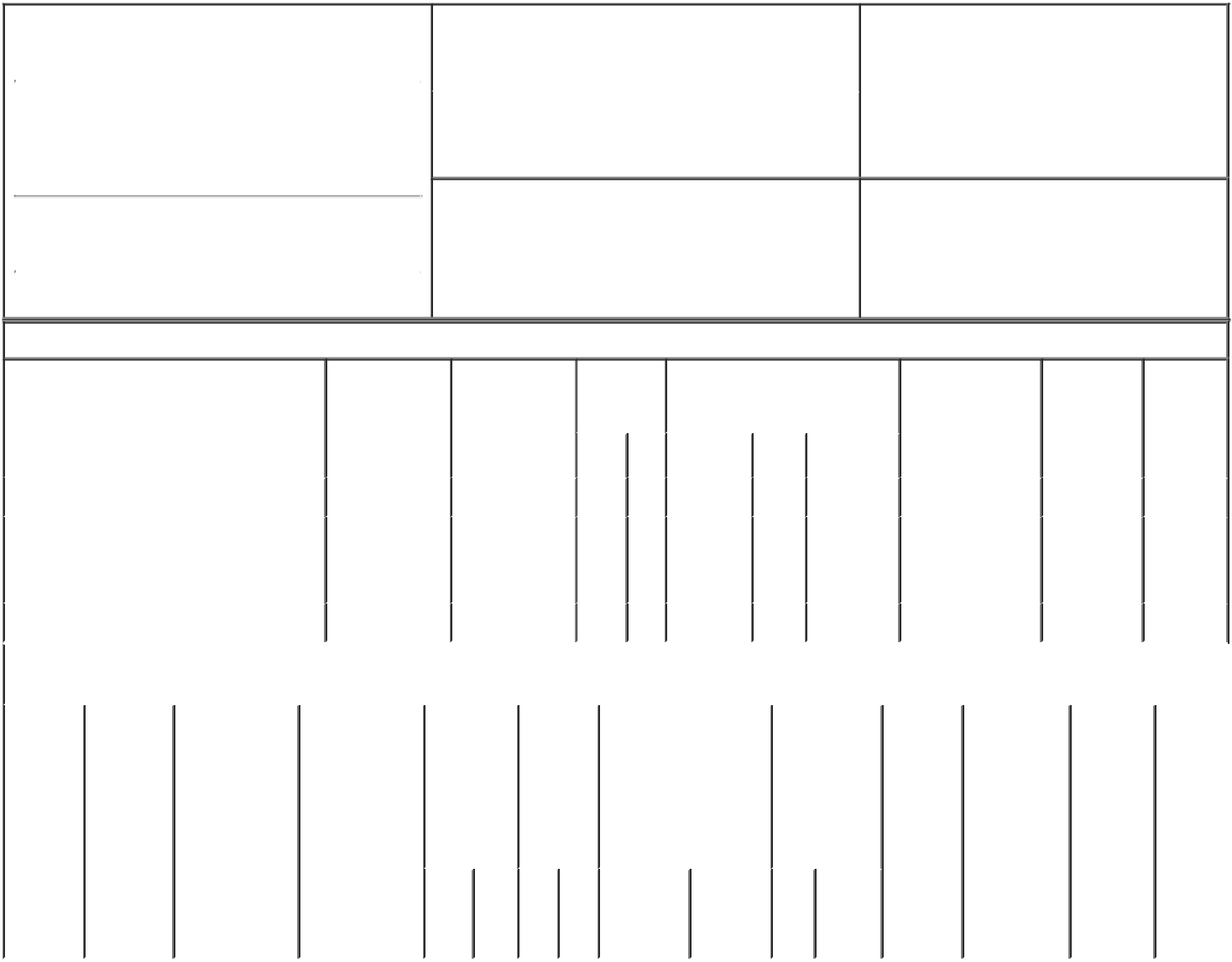
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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 | |  |
|  | [Kain Gary D](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001434805) | |  |  |  |  | [AGNC Investment Corp.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001423689) [ AGNC ] | |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  | (Last) | | (First) | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |
|  | AGNC INVESTMENT CORP. | | |  | 11/05/2021 | | |  |  |
|  |  |  |  |  |  |  |

2 BETHESDA METRO CENTER, 12TH FLOOR

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| X | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

Director and Executive Chair

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | BETHESDA | MD | 20814 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

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

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | **2A. Deemed** | | | **3.** |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | | |  |
|  |  |  |  | **Date** | **Execution Date,** | | | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | |  | **Securities** | | **Form: Direct** | **of Indirect** | | |  |
|  |  |  |  | **(Month/Day/Year) if any** | |  |  | **Code (Instr.** | |  |  |  |  |  |  | **Beneficially Owned** | | **(D) or** | **Beneficial** | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | **8)** |  |  |  |  |  |  |  | **Following Reported** | | **Indirect (I)** | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | | **(Instr. 4)** | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | **Amount** | **(A) or** | | **Price** | |  | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(D)** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  | |  |  |  |  |  | |  | |  |  |  |  |  |
|  | Common Stock | |  | 11/05/2021 | |  |  | S(1) | | 6,120 |  | D | $16.253(2) | | | 1,843,880.101(3) | | D |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Common Stock | |  | 11/05/2021 | |  |  | S(1) | | 4,080 |  | D | $16.253(2) | | | 867,920 | | I | family | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | trust | | |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Series D Preferred | |  |  |  |  |  |  |  |  |  |  |  |  |  | 10,900 | | D |  |  |  |  |
|  |  |  |  | | | |  | | | | | | |  | | | |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  | |  |  | |  |  | |  | |  | | |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | | | **6. Date Exercisable and** | |  | **7. Title and** | | | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | |  | **Expiration Date** | |  | **Amount of** | | | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | | | **(Month/Day/Year)** | |  | **Securities** | | | **Security** | | **Securities** | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** | | |  |  |  | **Underlying** | | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **Acquired** | |  |  |  |  | **Derivative** | | |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  | **(A) or** | |  |  |  |  | **Security (Instr.** | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  | **Disposed** | | |  |  |  | **3 and 4)** | | |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  | **(Instr. 3, 4** | | |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Date** | **Expiration** | |  | **of** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A) (D)** | | | **Exercisable Date** | |  | **Title** | **Shares** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2021.
2. The reported price is a weighted average. The shares were sold in multiple transactions at prices ranging from $16.250 to $16.255, inclusive. The Reporting Person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
3. Includes 30,232 dividend equivalent restricted stock units received on previously granted RSU awards since the Reporting Person's last Form 4 filing.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| Gary Kain |  |  | 11/09/2021 |
| \*\* 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.**