

CHIMERA INVESTMENT CORP
Form SC 13G/A
February 04, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CHIMERA INVESTMENT CORPORATION

(Name of Issuer)

Common Stock Par Value \$0.01

(Title of Class of Securities)

16934Q109

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS
(ENTITIES ONLY) LEON G. COOPERMAN

2 CHECK THE APPROPRIATE BOX IF (a) ☐
A MEMBER OF A GROUP (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION United States

NUMBER OF SHARES	5 SOLE VOTING POWER	53,322,905
BENEFICIALLY OWNED BY	6 SHARED VOTING POWER	23,403,905
EACH REPORTING	7 SOLE DISPOSITIVE POWER	53,322,905
PERSON WITH:	8 SHARED DISPOSITIVE POWER	23,403,905

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON 76,726,720

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED 7.5%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

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**Item
1(a). Name of Issuer:**

CHIMERA INVESTMENT CORPORATION (the "Company")

**Item
1(b). Address of Issuer's Principal Executive Offices:**

1211 Avenue of the Americas, Suite 2902, New York NY 10036

**Item
2(a). Name of Person Filing:**

This statement is filed on behalf of Leon G. Cooperman ("Mr. Cooperman"). Mr. Cooperman is, among other activities, an investor engaged in investing for his own account.

Mr. Cooperman is the Managing Member of Omega Associates, L.L.C. ("Associates"), a limited liability company organized under the laws of the State of Delaware. Associates is a private investment firm formed to invest in and act as general partner of investment partnerships or similar investment vehicles. Associates is the general partner of limited partnerships organized under the laws of Delaware known as Omega Capital Partners, L.P. ("Capital LP"), Omega Capital Investors, L.P. ("Investors LP"), and Omega Equity Investors, L.P. ("Equity LP"), , and), and also the general partner of Omega Charitable Partnership L.P. ("Charitable LP"), an exempted limited partnership registered in the Cayman Islands, and also the general partner of Omega Credit Opportunities Fund, Ltd. L.P. ("Credit LP"), a limited partnership registered in the Cayman Islands. These entities are private investment firms engaged in the purchase and sale of securities for investment for their own accounts.

Mr. Cooperman is the President, CEO, and majority stockholder of Omega Advisors, Inc. ("Advisors"), a Delaware corporation, engaged in investing for its own account and providing investment management services, and Mr. Cooperman is deemed to control said entity.

Advisors serves as the investment manager to Omega Overseas Partners, Ltd. ("Overseas"), a Cayman Island exempted company, with a business address at British American Tower, Third Floor, Jennrett Street, Georgetown, Grand Cayman Island, British West Indies. Mr. Cooperman has investment discretion over Overseas' portfolio investments and is deemed to control such investments.

Advisors serve as a discretionary investment advisor to a limited number of institutional clients (the "Managed Accounts"). As to the Shares owned by the Managed Accounts, there would be shared power to dispose or to direct the disposition of such Shares because the owners of the Managed Accounts may be deemed beneficial

owners of such Shares pursuant to Rule 13d-3 under the Act as a result of their right to terminate the discretionary account within a period of 60 days.

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, Charitable LP, Credit LP, Overseas, and Advisors.

Mr. Cooperman is married to an individual named Toby Cooperman. Mr. Cooperman has an adult son named Michael S. Cooperman, and a minor grandchild named Asher Silvin Cooperman. The Michael S. Cooperman WRA Trust(the "WRA Trust"), is an irrevocable trust for the benefit of Michael S. Cooperman. Mr. Cooperman has investment authority over the Michael S. Cooperman, the UTMA account for Asher Silvin Cooperman, and the WRA Trust accounts.

Mr. Cooperman is one of the Trustees of The Leon and Toby Cooperman Foundation (the "Foundation"), a charitable trust dated December 16, 1981. The other Trustees are family members. The Cooperman Family Fund for a Jewish Future ("Family Fund"), is a Type 1 charitable supporting foundation, and Mr. Cooperman is one of the Trustees of the Family Fund.

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**Item Address of Principal
2(b). Business Office or, if
None, Residence:**

The principal business
office of
Mr. Cooperman is
11431 W. Palmetto Park
Road, Boca Raton FL
33428.

**Item Citizenship:
2(c).**

Mr. Cooperman is a
United States citizen.

**Item Title of Class of
2(d). Securities:**

**Common Stock Par
Value \$0.01** (the
"Shares").

**Item CUSIP Number:
2(e).**

16934Q109

**Item If This Statement is
Filed Pursuant to
3. §§240.13d-1(b), or
240.13d-2(b) or (c):**

This Item 3 is
inapplicable.

**Item Ownership.
4.**

(a) Amount beneficially
owned and Percent
(b) of Class:

Mr. Cooperman may
be deemed the

beneficial owner of
76,726,720 Shares,
which constitutes
approximately 7.5 %
of the total number
of Shares
outstanding. This is
based on a total of
1,027,626,237
Shares outstanding
reported on the
Company's Form
10-K filed with the
SEC for the year
ended December 31,
2012.

This consists of
12,558,165 Shares
owned by Capital
LP; 4,337,929
Shares owned by
Investors LP;
5,552,654 Shares
owned by Equity
LP; 2,224,000
Shares owned by
Credit LP;
14,048,767 Shares
owned by Overseas;
11,632,500 Shares
owned by Mr.
Cooperman;
23,403,905 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.

Number of shares as
(c) to which such
person has:

(i) Sole power
to vote or
to direct
the vote

53,322,905

(ii) Shared
power to
vote or to
direct the
vote

23,403,905

(iii) Sole power
to dispose
or to direct
the
disposition
of

53,322,905

(iv) Shared
power to
dispose or
to direct
the
disposition
of

23,403,905

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group.

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

DATED: February 4, 2014 as of December 31, 2013.

LEON G. COOPERMAN

By: /s/ ALAN M. STARK

Alan M. Stark

Attorney-in-Fact

Duly authorized under POA effective as of March 1, 2013 and filed on May 20, 2013.