

CHIMERA INVESTMENT CORP  
Form SC 13G/A  
November 25, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No 2)\***

**CHIMERA INVESTMENT CORPORATION**

(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

16934Q109  
(CUSIP Number)

November 24, 2014  
(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 LEON G. COOPERMAN  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 (ENTITIES ONLY)

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b> SOLE VOTING POWER	49,117,587
	<b>6</b> SHARED VOTING POWER	17,058,656
	<b>7</b> SOLE DISPOSITIVE POWER	49,117,587
	<b>8</b> SHARED DISPOSITIVE POWER	17,058,656

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 66,176,243

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

**11** PERCENT OF CLASS REPRESENTED 6.4%  
BY AMOUNT IN ROW 9

**12** TYPE OF REPORTING PERSON IN

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This Amendment No. 2 relates to the common stock, par value \$0.01 per share, of Chimera Investment Corporation (the "Issuer"), a Maryland corporation. It amends the Schedule 13D Amendment No. 1 filed November 20, 2014, the Schedule 13D filed February 24, 2014, the Schedule 13G Amendment No. 1 filed February 4, 2014, and the Schedule 13G filed February 11, 2013. The switch herein from Schedule 13D to Schedule 13G is being made pursuant to Rule 13d-1(h) and the SEC Interpretation 103.07 issued on January 3, 2014.

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

**CHIMERA INVESTMENT CORPORATION**

**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:**

Leon G. Cooperman ("Mr. Cooperman"). 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 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 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 registered address at c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands, 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. The principal business office of Capital LP, Investors LP, Equity LP, Overseas, Charitable LP, Credit LP and Advisors is 810 Seventh Avenue, 33rd floor, New York, New York 10019.

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 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 Family 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 2(b).**      **Address of Principal Business Office or, if None, Residence:**  
11431 W. Palmetto Park Road, Boca Raton FL 33428
- Item 2(c).**      **Citizenship:**  
United States
- Item 2(d).**      **Title of Class of Securities:**  
Common Stock, par value \$0.01 per share ( the “Shares”)
- Item 2(e).**      **CUSIP Number:**  
16934Q109

- Item 3.**      **If this Statement is Filed Pursuant to Sections 240.13d-1(b), or 240.13d-2(b) or (c);**  
This Item 3 is inapplicable.

- Item 4.**      **Ownership.**  
Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a)(b) Amount beneficially owned and percent of Class:  
Mr. Cooperman may be deemed the beneficial owner of 66,176,243 Shares, which constitutes approximately 6.4% of the total number of Shares outstanding. This is based on a total of 1,027,558,123 Shares outstanding reported on the Issuer’s Form 10-Q filed with the SEC for the quarter ended September 30, 2014. This consists of 10,338,222 Shares owned by Capital LP; 4,759,129 Shares owned by Investors LP; 4,853,604 Shares owned by Equity LP; 1,280,000 Shares owned by Credit LP; 13,285,332 Shares owned by Overseas; 11,632,500 Shares owned by Mr. Cooperman; 17,058,656 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 Shares owned by Michael S. Cooperman; 1,000,000 Shares owned by the WRA Trust; and 33,800 Shares owned by Asher Silvin Cooperman.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote  
49,117,587
- (ii) Shared power to vote or to direct the vote

17,058,656

(iii) Sole power to dispose or to direct the disposition of  
49,117,587

(iv) Shared power to dispose or to direct the disposition of  
17,058,656



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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.

Date: November 25, 2014

Signature: /s/ Alan M. Stark

Name: Alan M. Stark  
Attorney In Fact

Title:

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

