SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	ber: 3235-0287							
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hours per response	: 0.5							

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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 AGNC Investment Corp. [AGNC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Kain Gary D</u>				X	Director	10% Owner		
(Last)	st) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)		
AGNC INVESTMENT CORP.			01/26/2023		Director, Executive Chair			
2 BETHESDA METRO CENTER, 12TH FLOOR		ER, 12TH FLOOR						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable		
BETHESDA	MD	20814		X	Form filed by One Rep	orting Person		
,					Form filed by More that Person	n One Reporting		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Amount	(A) or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/26/2023		A		376,987	Α	(1)	2,185,874.101(2)	D	
Series D Preferred Stock								10,900	D	
Common Stock								667,920	Ι	By family trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares received for no consideration upon the satisfaction of performance criteria underlying performance based grants made under the Amended and Restated AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan on February 20, 2020.

2. Includes 100,727 dividend equivalent restricted stock units received on previously granted RSU awards since the Reporting Person's last Form 4 filing.

<u>Gary Kain</u>

** 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.

01/27/2023