

**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): April 24, 2020 (April 23, 2020)



**AGNC INVESTMENT CORP.**

(Exact name of registrant as specified in its charter)

**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
Depository shares of 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCP	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 5.07. Submission of Matters to a Vote of Security Holders.**

On April 23, 2020, AGNC Investment Corp. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”). The record date for the Annual Meeting was February 24, 2020. As of the record date, a total of 540,943,011 shares of the Company’s common stock, par value \$0.01 (“Common Stock”), were entitled to vote at the Annual Meeting. There were 458,750,634 shares of Common Stock present in person or by proxy at the Annual Meeting. Set forth below are the matters acted upon by the common stockholders and the final voting results of each such proposal.

1. Election of Directors. The Company’s common stockholders voted to elect seven (7) Director Nominees to hold office for a term of one (1) year and until his or her successor is duly elected and qualified.

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non Votes</b>
Gary D. Kain	338,411,878	1,827,365	1,741,027	116,770,364
Donna J. Blank	338,377,551	1,914,993	1,687,725	116,770,364
Morris A. Davis	323,481,045	16,768,625	1,730,599	116,770,364
John D. Fisk	338,185,686	2,059,617	1,734,966	116,770,364
Prue B. Larocca	333,488,032	6,756,608	1,735,629	116,770,364
Paul E. Mullings	338,193,616	2,060,216	1,726,437	116,770,364
Frances R. Spark	338,410,786	1,868,071	1,701,411	116,770,364

2. Amendment to the Amended and Restated Certificate of Incorporation. The Company’s common stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 900,000,000 to 1,500,000,000.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non Votes</b>
425,373,865	28,553,115	4,823,653	0

3. Executive Compensation. The Company’s common stockholders voted on an advisory and non-binding basis in favor of approval of the advisory resolution on executive compensation.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non Votes</b>
313,979,130	25,355,260	2,645,879	116,770,364

4. Ratification of appointment of Ernst & Young LLP. The Company’s common stockholders voted to ratify the appointment of Ernst & Young LLP as the Company’s independent public accountant for the year ending December 31, 2020.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non Votes</b>
452,116,165	4,631,152	2,003,316	0

(d) Exhibits.

None.

**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: April 24, 2020

By: /s/ Kenneth L. Pollack

Kenneth L. Pollack

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