

**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): March 31, 2020



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 7.01. Regulation FD Disclosure.

On March 31, 2020, AGNC Investment Corp. (the “Company”) issued a press release providing an estimated range of tangible net book value per share and additional information regarding the Company’s business (including portfolio information) as of March 27, 2020.

A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press Release, dated March 31, 2020, issued by AGNC Investment Corp. |

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: March 31, 2020

By: /s/ Kenneth L. Pollack

Kenneth L. Pollack

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

**FOR IMMEDIATE RELEASE****March 31, 2020****CONTACT:**

Investor Relations - (301) 968-9300

AGNC Investment Corp. Provides Company Update

Bethesda, MD – March 31, 2020 – AGNC Investment Corp. (Nasdaq: AGNC) (“AGNC” or the “Company”) today announced the following updates with respect to its business operations and portfolio management.

“The market disruption and dislocations arising out of the global COVID-19 pandemic have been unprecedented, significantly reducing liquidity in virtually every asset class,” said Gary Kain, the Company’s Chief Executive Officer and Chief Investment Officer. “Specifically, the volatility and lack of liquidity we experienced in mid-March in Agency mortgage-backed securities (“Agency MBS”) reached levels I had never witnessed over the span of my 30-year career. Starting in late February and throughout March, the Company took aggressive actions to counter these extremely challenging market conditions in an effort to strengthen our liquidity position and mitigate risk. Importantly, the unprecedented actions by the Federal Reserve over the last several weeks, in particular its substantial acquisitions of Agency MBS, have significantly improved valuations and stabilized the broader mortgage market.

“As a result of the improvement in Agency MBS valuations and our actions, AGNC’s leverage and liquidity levels have returned to recent norms. As such, we believe that the worst is behind us for our Agency MBS portfolio, which allows us to focus on positioning the portfolio to benefit from the opportunities presented by the current market environment.”

AGNC today announced the following updates as of close of business on March 27, 2020:

- Tangible net book value per common share is estimated to be between \$12.35 and \$13.25, after deductions for common and preferred dividends declared through March 31, 2020, a year-to-date decline of approximately 25 - 30%.

- AGNC has had access to Agency MBS repurchase agreement (“repo”) funding without interruption and has timely met all margin calls received.
- Cash and unencumbered Agency MBS are estimated to be approximately \$3.7 billion, which does not include approximately \$1.3 billion of capital plus excess margin held at our broker-dealer subsidiary Bethesda Securities or \$0.3 billion of unencumbered non-Agency securities.
- AGNC’s “at risk” leverage is estimated to be approximately 9.7x, which is within our typical operating range, and AGNC’s on-balance sheet leverage is estimated to be approximately 7.4x.
- AGNC’s total investment portfolio is estimated to be approximately \$91 billion, which includes approximately \$21 billion of To-Be-Announced (“TBA”) Agency MBS and \$1.1 billion of non-Agency securities.
- The Company has fully implemented a remote work environment to address the operating risks associated with the global COVID-19 pandemic.

The estimates for tangible net book value; cash, unencumbered Agency MBS, capital and excess margin held at Bethesda Securities, and non-Agency securities; “at risk” leverage; and portfolio size and composition, including total TBA and non-Agency securities, are unaudited and have not been verified or reviewed by any third party. Management’s estimates are derived from third party pricing service estimates as of March 27, 2020. Intra-period estimates, including those derived from daily pricing services, are subject to inherent uncertainties, especially in light of recent market volatility and reduced pricing transparency for some assets. Actual amounts may be materially different and are subject to change over time. The Company undertakes no obligation to update or revise these estimates.

For further information or questions, please contact Investor Relations at (301) 968-9300 or IR@AGNC.com.

ABOUT AGNC INVESTMENT CORP.

AGNC Investment Corp. is an internally-managed real estate investment trust that invests primarily in residential mortgage-backed securities for which the principal and interest payments are guaranteed by a U.S. Government-sponsored enterprise or a U.S. Government agency. For further information, please refer to www.AGNC.com.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements. Forward-looking statements are based on estimates, projections, beliefs and assumptions of management of the Company at the time of such statements and are not guarantees of future performance. Forward-looking statements involve risks and uncertainties in predicting future results and conditions. Actual results could differ materially from those projected in these forward-looking statements due to a variety of important factors, including, without limitation, changes in interest rates, changes in the yield curve, changes in prepayment rates, the availability and terms of financing, changes in the market value of the Company's assets, general economic conditions, market conditions, conditions in the market for Agency securities (including the levels of market volatility and transaction price discovery), and legislative and regulatory changes that could adversely affect the business of the Company. Certain factors that could cause actual results to

differ materially from those contained in the forward-looking statements, are included in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC"). Copies are available on the SEC's website, www.sec.gov. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information, or otherwise.