

Invesco Mortgage Capital Inc.
Form 8-A12B
August 11, 2017

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Invesco Mortgage Capital Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation

or organization)

1555 Peachtree Street, NE, Suite 1800

Atlanta, Georgia

26-2749336
(I.R.S. Employer

Identification No.)

30309

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which |
|--|---|
| to be so registered 7.5% Fixed-to-Floating Series C | each class is to be registered The New York Stock Exchange |
| Cumulative Redeemable Preferred Stock, | |
| Liquation Preference \$25.00 per Share | |

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is to become effective pursuant to General Instruction A.(c), please check the following box.

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **File No. 333-210454**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For a description of the securities being registered hereunder, reference is made to the information set forth under the heading "Description of the Series C Preferred Stock" in the Registrant's Prospectus Supplement dated August 9, 2017, as filed with the Securities and Exchange Commission (the "Commission") on August 11, 2017, pursuant to Rule 424(b) under the Securities Act of 1933 and under the headings "Description of Capital Stock - Shares of Preferred Stock" and "Restrictions on Ownership and Transfer" in the accompanying prospectus that constitutes a part of the Registrant's Shelf Registration Statement on Form S-3ASR (File No. 333-210454), filed with the Commission on March 29, 2016, which information is incorporated herein by reference.

Item 2. Exhibits.

- 3.1 Articles of Amendment and Restatement of Invesco Mortgage Capital Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on August 12, 2009).
- 3.2 Articles Supplementary of 7.75% Series A Cumulative Redeemable Preferred Stock (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form 8-A, filed with the SEC on July 23, 2012).
- 3.3 Articles Supplementary of 7.75% Fixed-to-Floating Series B Cumulative Redeemable Preferred Stock (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form 8-A, filed with the SEC on September 8, 2014).
- 3.4 Articles Supplementary of 7.50% Fixed-to-Floating Series C Cumulative Redeemable Preferred Stock.
- 3.5 Amended and Restated Bylaws of Invesco Mortgage Capital Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 17, 2017).
- 4.1 Specimen Common Stock Certificate of Invesco Mortgage Capital, Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Pre-Effective Amendment No. 8 on Form S-11, filed with the SEC on June 18, 2009).
- 4.2 Specimen 7.75% Series A Cumulative Redeemable Preferred Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A, filed with the SEC on July 23, 2012).
- 4.3 Specimen 7.75% Fixed-to-Floating Series B Cumulative Redeemable Preferred Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A, filed with the SEC on September 8, 2014).
- 4.4

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Indenture, dated March 12, 2013, by and among IAS Operating Partnership LP, as issuer, Invesco Mortgage Capital Inc., as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 5.00% Exchangeable Senior Notes due 2018 and the related guarantee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on March 15, 2013).

4.5 Specimen 7.50% Fixed-to-Floating Series C Cumulative Redeemable Preferred Stock Certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: August 11, 2017

INVESCO MORTGAGE CAPITAL INC.

By: /s/ Richard Lee Phegley, Jr.
Richard Lee Phegley, Jr.
Chief Financial Officer