AGNC Investment Corp.
Form 424B5
May 25, 2018

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)

Common Stock, par value $0.01 per share	34,500,000	$18.36	$633,420,000	$78,861

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This “Calculation of Registration Fee” table shall be deemed to update the “Calculation of Registration Fee” table in the registrant’s Registration Statement on Form S-3 (File No. 333-205306) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-205306
PROSPECTUS SUPPLEMENT
(To Prospectus Dated June 26, 2015)

30,000,000 Shares
Common Stock

This is a public offering of common stock of AGNC Investment Corp. We are offering 30,000,000 shares of our common stock. Our common stock is listed on The Nasdaq Global Select Market under the symbol "AGNC." On May 22, 2018, the last reported sale price of our common stock was $19.11 per share.

The underwriters have agreed to purchase our common stock from us at a price of $18.36 per share, which will result in approximately $550.8 million of total net proceeds to us before deducting expenses for this offering. The underwriters may offer our common stock in transactions on The Nasdaq Global Select Market, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices. See "Underwriting."

We have granted the underwriters a 30-day option to purchase up to 4,500,000 additional shares of common stock at a price of $18.36 per share.

Investing in our common stock involves a high degree of risk. See "Risk Factors" on page S-3 of this prospectus supplement and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock on or about May 29, 2018.

Joint Book-Running Managers
Citigroup BofA Merrill Lynch Credit Suisse J.P. Morgan Morgan Stanley UBS Investment Bank

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Co-Managers

JMP Securities

Keefe, Bruyette & Woods
A Stifel Company

May 23, 2018

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and the securities offered hereby, and also adds to and updates information contained in the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the base prospectus, gives more general information and disclosure. When we refer to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus.

If there is any inconsistency between information in or incorporated by reference into the base prospectus and information in or incorporated by reference into this prospectus supplement, you should rely only on the information contained in or incorporated by reference into this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us, the common stock being offered and other information you should know before investing. You should read this prospectus supplement and the accompanying prospectus together with the additional information described under the heading, “Where You Can Find More Information” before investing in our common stock.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer of these securities in any jurisdiction where the offer or sale thereof is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information about possible or assumed future results of our business and our financial condition, liquidity, results of operations, plans and objectives. They also include, among other things, statements concerning anticipated revenues, income or loss, capital expenditures, dividends, capital structure, or other financial terms, as well as statements regarding subjects that are forward looking by their nature, such as:

- changes in the market value of our assets;
- changes in net interest rate spreads;
- changes in prepayment rates of the mortgage loans underlying our securities;
- the occurrence, extent and timing of credit losses within our portfolio;
- conditions in the market for Agency and other mortgage securities;
- the state of the credit markets and other general economic conditions, including home prices, particularly as they affect the price of earning assets and the credit status of borrowers;
- risks associated with our hedging activities and the effectiveness of our risk mitigation strategies;
- availability and terms of financing arrangements;
- changes in our business or investment strategy;
- legislative and regulatory changes (including changes to laws governing the taxation of REITs);
- the use of the net proceeds from this offering;
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- our ability to maintain our qualification as a REIT (including income and asset requirements for federal income tax purposes and the limitations imposed on our business by our status as a REIT;
- our ability to remain exempt from registration under the Investment Company Act of 1940, as amended (the "Investment Company Act").

The forward-looking statements are based on our beliefs, assumptions, and expectations of our future performance, taking into account the information currently available to us. These beliefs, assumptions, and expectations may change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity, and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider these risks when you make a decision concerning an investment in our common stock, along with the following factors, among others, that may cause actual results to vary from our forward-looking statements:

- general volatility of the securities markets in which we invest and the market price of our common stock;
- changes in prepayment rates, interest rate spreads or the yield curve;
- availability, terms and deployment of debt and equity capital;
- retention of key employees and availability of qualified personnel;
- the degree and nature of our competition;
- changes in governmental regulations, tax rates and similar matters;
- changes in the practices and procedures of the Federal National Mortgage Association ("Fannie Mae"), the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae") (collectively referred to as "GSEs");
- defaults on our investments;
- legislative and regulatory changes (including changes to laws governing the taxation of real estate investment trusts, or REITs, or applicable exemptions from the Investment Company Act);
- availability of investment opportunities in residential real estate securities;
- general volatility in capital markets;
- the timing of cash flows, if any, from our investment portfolio;
- other risks associated with investing in residential real estate securities, including changes in our industry, any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government, interest rates, the debt securities markets, the general economy or the finance and real estate markets specifically; and
- the risk factors incorporated by reference into this prospectus supplement, the accompanying prospectus and the other risks detailed in our Annual Report on Form 10-K for the year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.

When we use words such as "will likely result," "plan," "may," "shall," "believe," "expect," "anticipate," "project," "intend," " "goal," "objective," or similar expressions, we intend to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus supplement. We do not intend to and we disclaim any duty or obligation to update or revise any industry information or forward looking statement set forth in this prospectus supplement to reflect new information, future events, or otherwise, except as required under U.S. federal securities laws.

SUMMARY

The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. It may not contain all of the information that is important to you. Before making a decision to invest in our common stock, you should carefully read this entire prospectus supplement and the accompanying prospectus, including the risks set forth under the caption “Risk Factors” in this prospectus supplement and in the documents incorporated by reference in this prospectus supplement, and the information set forth under the caption “Where You Can Find More Information” on page S-10.

Except where the context suggests otherwise, all references to “we,” “our” and “us” in this prospectus supplement refer to AGNC Investment Corp. and its subsidiaries. Unless indicated otherwise, the information in this prospectus supplement assumes that the underwriters’ option to purchase additional shares of our common stock is not exercised.

Our Company

We earn income primarily from investing in Agency residential mortgage-backed securities ("Agency RMBS") on a leveraged basis. These investments consist of residential mortgage pass-through securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a GSE. We may also invest in other types of mortgage and mortgage-related residential and commercial mortgage-backed securities where repayment of principal and interest is not guaranteed by a GSE or U.S. Government agency.

We operate to qualify to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). As a REIT, we are required to distribute annually 90% of our taxable income. So long as we continue to qualify as a REIT, we will generally not be subject to U.S. Federal or state corporate taxes on our taxable income to the extent that we distribute all our annual taxable income to our stockholders on a timely basis. It is our intention to distribute 100% of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Our principal objective is to provide our stockholders with attractive risk-adjusted returns through a combination of monthly dividends and tangible net book value accretion. We generate income from the interest earned on our investments, net of associated borrowing and hedging costs, and net realized gains and losses on our investment and hedging activities. We fund our investments primarily through borrowings structured as repurchase agreements.

Recent Developments

On May 2, 2018, we entered into an amendment to our management agreement with MTGE Investment Corp. (“MTGE”) in connection with the proposed acquisition of MTGE by Annaly Capital Management, Inc. The transaction is expected to close in the third quarter of 2018, subject to customary closing conditions. Pursuant to the amendment, we will continue to manage MTGE through the closing of the merger and for a short transitional period following the merger. In addition to regular monthly management fees payable for ongoing service through the transition period, under the amendment we will be paid a termination fee of $41.7 million.

On May 10, 2018, our Board of Directors declared a monthly dividend of $0.18 per common share, payable on June 8, 2018 to common stockholders of record as of May 31, 2018.

On May 10, 2018, we also announced our estimated net tangible book value of $18.58 per share of common stock as of April 30, 2018. The estimate of net tangible book value includes deductions for our April 2018 dividend of $0.18 per share of common stock, which was deducted on April 12, 2018 with an April 30, 2018 record date. The estimated net tangible book value is unaudited and has not been verified or reviewed by any third party. Our estimated tangible net book value as of the date of this prospectus supplement may also be materially different from our estimate as of April 30, 2018.

Since March 31, 2018, we sold 110,969 shares of our common stock under our at-the-market offering program.

Our Corporate Information

We are a Delaware corporation formed on January 7, 2008. We commenced operations on May 20, 2008 following the completion of our initial public offering. Our principal place of business is located at 2 Bethesda Metro Center, 12th Floor, Bethesda, Maryland 20814, and our telephone number is (301) 968-9300. We maintain a website that can be accessed at http://www.AGNC.com. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus supplement or any other report or document we file with or furnish to Securities and Exchange Commission, or the SEC.

THE OFFERING

Issuer	AGNC Investment Corp.
Common stock offered by us	30,000,000 shares (plus up to an additional 4,500,000 shares of common stock that we may issue and sell upon the exercise of the underwriters' option to purchase additional shares of our common stock in full).
Common stock to be outstanding after this offering	421,452,043 shares (or 425,952,043 shares if the underwriters exercise their option to purchase additional shares of our common stock in full) based upon 391,452,043 shares of common stock outstanding as of May 21, 2018.
NASDAQ trading symbol	"AGNC"
Use of Proceeds	We intend to use the net proceeds of this offering to finance the acquisition of agency securities, non-agency securities (including credit risk transfer securities), other mortgage- related assets and hedging instruments and for other general corporate purposes. Pending this utilization, we may invest the net proceeds from this offering in readily marketable, short-term, investment-grade, interest-bearing investments. See "Use of Proceeds."
Risk Factors	Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 7 of our Annual Report on Form 10-K for the year ended December 31, 2017 and on page S-3 of this prospectus supplement.

USE OF PROCEEDS

We estimate that the net proceeds to us from this offering of our common stock will be approximately $550.5 million, or $633.1 million if the underwriters' option to purchase additional shares of our common stock is exercised in full, after deducting estimated offering expenses payable by us. Any additional proceeds to us resulting from an increase in the number of shares offered pursuant to this prospectus supplement will be used by us as described below.

We intend to use the net proceeds from this offering to finance the acquisition of agency securities, non-agency securities (including credit risk transfer securities), other mortgage-related assets and hedging instruments and for other general corporate purposes. Pending this utilization, we may temporarily invest the net proceeds in readily marketable, short-term, investment-grade, interest-bearing investments, including money market accounts, which are consistent with maintaining our qualification as a REIT. Such temporary investments would be expected to provide a lower net return than we hope to achieve from our targeted investments in agency securities, non-agency securities, and other mortgage- related assets.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below in addition to those described in the section entitled "Risk Factors" in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q (which descriptions are incorporated by reference herein), as well as the other information contained or incorporated by reference in this prospectus supplement before making a decision to invest in our common stock. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" below.

Additional Risks Relating to this Offering

Our management will have broad discretion in the use of the net proceeds from this offering and may allocate the net proceeds from this offering in ways that you and other shareholders may not approve.

Our management will have broad discretion in the use of the net proceeds, including for any of the purposes described in the section entitled "Use of Proceeds," and you will not have the opportunity as part of your investment decision to assess whether the net proceeds are being used appropriately. Because of the number and variability of factors that will determine our use of the net proceeds from this offering, their ultimate use may vary substantially from their currently intended use. The failure of our management to use these funds effectively could harm our business. Pending their use, we may invest the net proceeds from this offering in short-term, investment-grade, interest-bearing securities. These investments may not yield a favorable return to our shareholders.

You may experience future dilution as a result of future equity offerings.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into or exchangeable for shares of our common stock at prices that may not be the same as the price per share in this offering. We may sell shares or other securities in any other offering at a price per share that is less than the price per share paid by investors in this offering, and investors purchasing shares or other securities in the future could have rights superior to existing shareholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into shares of common stock, in future transactions may be higher or lower than the price per share paid by investors in this offering.

MARKET PRICE AND DISTRIBUTIONS

The following table sets forth the range of high and low sales prices of our common stock as reported on The Nasdaq Global Select Market and dividends declared on our common stock for fiscal years 2017 and 2016 and for the first and second quarters of fiscal year 2018 (through May 18, 2018):

	Common Stock Sales Price		
	High	Low	Dividends Declared[1]
2018			
Second quarter (through May 18, 2018)	$19.23	$18.49	$0.36
First quarter	$20.26	$17.84	$0.54
2017			
Fourth quarter	$21.90	$19.26	$0.54
Third quarter	$21.94	$20.76	$0.54
Second quarter	$22.34	$19.57	$0.54
First quarter	$20.02	$18.10	$0.54
2016			
Fourth quarter	$20.43	$17.30	$0.54
Third quarter	$20.10	$18.88	$0.56
Second quarter	$19.85	$18.00	$0.60
First quarter	$18.80	$15.69	$0.60

(1) Represents the sum of monthly dividends declared during each period presented.

CAPITALIZATION

The following table sets forth our capitalization as of March 31, 2018 (i) on a historical basis, and (ii) on an as adjusted basis for the sale of 30,000,000 shares of common stock at an offering price of $18.36 per share in this offering and application of the estimated proceeds as described under "Use of Proceeds," after deducting estimated offering expenses payable by us and the issuance of 110,969 shares under our sales agreement with Cantor Fitzgerald dated February 1, 2017 subsequent to March 31, 2018. This presentation should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2017 and our quarterly report on Form 10-Q for the quarter ended March 31, 2018 that we are incorporating by reference into this prospectus supplement and the accompanying prospectus.

	As of March 31, 2018 (in millions, except per share data)	
	Actual	As Adjusted(1)
Assets:		
Cash and cash equivalents	$972	$ 1,525
Debt:		
Repurchase agreements	$48,956	$ 48,956
Debt of consolidated variable interest entities, at fair value	336	336
Total debt	49,292	49,292
Stockholders' equity:		
Preferred Stock: par value $.01 per share; 10.0 shares authorized		
7.750% Series B Cumulative Redeemable Preferred Stock, $0.01 par value; 7.0 depositary shares issued and outstanding (aggregate liquidation preference of $25.00 per depositary share) on an actual and as adjusted basis		