Kain Gary D Form 4 March 19, 2018

## FORM 4

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

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kain Gary D  (Last) (First) (Middle)  AGNC INVESTMENT CORP., 2 BETHESDA METRO CENTER, 12TH FLOOR			ssuer Name and Ticker or Trading bol NC Investment Corp. [AGNC] ate of Earliest Transaction ath/Day/Year) 2/2018	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Director, CEO, Pres. and CIO			
	(Street) OA, MD 20814		Amendment, Date Original (Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or	r Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)	Securities (Control of the Control o	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)		
Common Stock	03/12/2018		A 105,116 A (1)	1,230,417.101 I	D		
Common Stock				2,500	By custodial account for child		
Common Stock				3,696.576	By custodial account		

for child

#### Edgar Filing: Kain Gary D - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	nte	Amou	nt of	Derivative	]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable Date	Title Numbe	Number			
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kain Gary D AGNC INVESTMENT CORP. 2 BETHESDA METRO CENTER, 12TH FLOOR BETHESDA, MD 20814

Director, CEO, Pres. and CIO

#### **Signatures**

Gary Kain 03/19/2018

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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).

X

- Represents restricted stock units ("RSUs") granted under the AGNC Investment Corp. 2016 Equity and Incentive Compensation

  (1) Plan. The awards were received as a grant for no consideration. The common stock underlying the RSUs will vest, subject to certain limitations, in equal installments, on each of March 15, 2019, March 15, 2020 and March 15, 2021.
- (2) Includes 10,932 dividend equivalent restricted stock units received on previously granted RSU awards since the Reporting Person's last Form 4 filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2