

Invesco Mortgage Capital Inc.  
Form 8-K  
February 17, 2017

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 16, 2017

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Invesco Mortgage Capital Inc.  
(Exact name of registrant as specified in its charter)

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Maryland                              001-34385                              26-2749336  
(State or other jurisdiction      (Commission File Number)      (IRS Employer  
of incorporation)                              Identification No.)

1555 Peachtree Street, NE, Atlanta, Georgia 30309  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (404) 892-0896

n/a  
(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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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))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On February 16, 2017, the Board of Directors (the "Board") of Invesco Mortgage Capital Inc. (the "Company") amended Article XIV of the Amended and Restated Bylaws of the Company (the "Bylaws") to allow stockholders the right to amend and repeal existing bylaws and the ability to adopt new bylaws with approval by a majority of the votes entitled to be cast on the matter (the "Amendment"). The Amendment became effective immediately upon approval by the Board.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

3.1 Amended and Restated Bylaws of the Company, as amended, effective February 16, 2017

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SIGNATURES

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.

Invesco Mortgage Capital Inc.

By: /s/ Robert H. Rigsby

Name: Robert H. Rigsby

Title: Vice President and Secretary

Date: February 17, 2017