

Cherry Hill Mortgage Investment Corp
Form S-3
November 22, 2017
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As filed with the Securities and Exchange Commission on November 22, 2017

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Cherry Hill Mortgage Investment Corporation
(Exact name of registrant as specified in its charter)

Maryland	46-1315605
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification Number)

301 Harper Drive, Suite 110
Moorestown, New Jersey 08057
(877) 870-7005

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Martin Levine
Chief Financial Officer, Treasurer and Secretary
301 Harper Drive, Suite 110
Moorestown, New Jersey 08057
(877) 870-7005

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David S. Freed, Esq.
Vinson & Elkins L.L.P.
666 Fifth Avenue, 26th Floor
New York, New York 10103-0040
(212) 237-0000

Approximate date of commencement of proposed sale to public: From time to time after the effective date of the registration statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) the Securities Act of 1933.

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Title of Each Class of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Aggregate Offering Price per Unit⁽¹⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾⁽²⁾	Amount of Registration Fee
Common stock				
Preferred stock				
Warrants				
Rights				
Units				
Total			\$ 375,000,000	\$ 46,688 ⁽³⁾

An indeterminate number of securities of each class, proposed maximum aggregate offering price per security of each class and proposed maximum aggregate offering price of securities of each class are being registered as may from time to time be offered or be issued on exercise, conversion or exchange of other securities. Separate (1) consideration may or may not be received for securities that are issued on exercise, conversion or exchange of other securities, or that are issued in units. The securities registered hereunder may be sold separately or as units with other securities registered hereby.

Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) (2) under the Securities Act of 1933, as amended (the Securities Act). The proposed maximum aggregate offering price of all securities issued from time to time pursuant to this registration statement will not exceed \$375,000,000. Calculated pursuant to Rule 457(o) under the Securities Act. Pursuant to Rule 415(a)(6) under the Securities Act, the registrant is carrying forward to this registration statement (i) \$354,612,500 in aggregate offering price of (3) securities that were previously registered by the registrant on registration no. 333-200152 and remain unsold and (ii) registration fees of \$41,205 that were previously paid by the registrant in connection with those unsold securities pursuant to Rule 457(o) under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where an offer or sale is not permitted.

Subject to Completion, Dated November 22, 2017

PROSPECTUS

\$375,000,000

**Common Stock
Preferred Stock
Warrants
Rights
Units**

We may from time to time offer, in one or more classes or series, separately or together, and in amounts, at prices and on terms to be set forth in one or more supplements to this prospectus, the following securities:

- shares of our common stock;
- shares of our preferred stock;
- warrants to purchase shares of our common stock or preferred stock;
- rights to purchase shares of our common stock or preferred stock; and
- units consisting of two or more of the foregoing.

We refer to the common stock, preferred stock, warrants, rights and units collectively as the securities in this prospectus. The securities will have a maximum aggregate offering price of \$375,000,000.

The specific terms of each class or series of the securities will be set forth in the applicable prospectus supplement and may include restrictions on ownership and transfer of the securities, in each case as may be appropriate to preserve the status of our company as a real estate investment trust, or REIT, for U.S. federal income tax purposes, among other purposes. The applicable prospectus supplement will also contain information, where applicable, about certain additional material U.S. federal income tax consequences relating to the securities described in such prospectus supplement and any listing on a securities exchange.

The securities may be offered directly by us from time to time through agents designated by us or to or through underwriters or dealers. If any agents, dealers or underwriters are involved in the sale of any of the securities, their names, and any applicable purchase price, fee, commission or discount arrangement between or among them will be set forth, or will be calculable from the information set forth, in the applicable prospectus supplement. No securities may be sold without delivery of this prospectus and the applicable prospectus supplement describing the method and terms of the offering of such class or series of securities.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol CHMI. On November 21, 2017, the last reported sale price of our common stock on the NYSE was \$18.45 per share.

Investing in the securities involves risks. See Risk Factors on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2017.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this process, we may from time to time offer, in one or more classes or series, separately or together, in amounts, at prices and on terms to be set forth in one or more supplements to this prospectus, shares of our common stock, shares of our preferred stock, warrants to purchase shares of our common stock or preferred stock, rights to purchase shares of our common stock or preferred stock and units consisting of two or more of the foregoing. The proposed maximum aggregate offering price of all securities issued from time to time pursuant to this prospectus will not exceed \$375,000,000. This prospectus provides you with a general description of the securities we may offer at any time, from time to time, in one or more offerings and the general manner in which the securities may be offered. Each time we offer securities, we will provide a prospectus supplement that contains specific information about the terms of the securities we are offering. The applicable prospectus supplement may add, update or change information contained in this prospectus. You should read carefully this entire prospectus and any applicable prospectus supplement, as well as the documents incorporated by reference herein and therein that we have referred you to below under the caption Incorporation of Information We File With the SEC, before making an investment decision.

You should rely only on the information contained or incorporated by reference in this prospectus and any applicable prospectus supplement. We have not authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you must not rely on it. We are not making an offer to sell the securities in any jurisdiction where the offer or sale of the securities is not permitted. You should not assume that the information appearing in this prospectus, any applicable prospectus supplement and the documents incorporated by reference herein or therein is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless otherwise specified or unless the context requires otherwise, all references in this prospectus to the terms we, us, our and our company refer to Cherry Hill Mortgage Investment Corporation and its consolidated subsidiaries, references to our operating partnership refer to Cherry Hill Operating Partnership, LP and references to our Manager refer to Cherry Hill Mortgage Management, LLC.

CHERRY HILL MORTGAGE INVESTMENT CORPORATION

We are a residential real estate finance company that acquires, invests in and manages residential mortgage assets in the United States. We were incorporated in Maryland on October 31, 2012, and we commenced operations in October 2013, following the completion of our initial public offering and a concurrent private placement. We are externally managed by Cherry Hill Mortgage Management, LLC, an SEC-registered investment adviser established by Stanley Middleman. Our Manager is a party to a services agreement with Freedom Mortgage Corporation, or Freedom Mortgage, which is owned and controlled by Mr. Middleman.

Substantially all of our operations are conducted through our operating partnership, Cherry Hill Operating Partnership, LP, and its subsidiaries. We are the sole general partner of our operating partnership. We have made an election to be taxed as a REIT for U.S. federal income tax purposes, commencing with our taxable year ended December 31, 2013. We have been organized and have operated in conformity with the requirements for qualification and taxation as a REIT under the Internal Revenue Code of 1986, as amended, or the Code, and we believe that our current organization and intended manner of operation will enable us to continue to meet the requirements for qualification and taxation as a REIT. As a REIT, we generally are not subject to U.S. federal income tax on our REIT taxable income that we distribute currently to our stockholders. We operate our business in a manner that permits us to maintain an exclusion or exemption from registration under the Investment Company Act of 1940, as amended, or the Investment Company Act.

Our principal objective is to generate attractive current yields and risk-adjusted total returns for our stockholders over the long term, primarily through dividend distributions and secondarily through capital appreciation. We attempt to attain this objective by selectively constructing and actively managing a portfolio of servicing-related assets, consisting of mortgage servicing rights, or MSR, on residential mortgage loans and residential mortgage-backed securities. Subject to market conditions, we may also invest in prime residential mortgage loans and other cashflowing residential mortgage assets.

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Our principal executive offices are located at 301 Harper Drive, Suite 110, Moorestown, New Jersey 08057. Our telephone number is (877) 870-7005 and our website is <http://www.chmireit.com>. The offices of our Manager are located at 907 Pleasant Valley Avenue, Mount Laurel, New Jersey 08054. Information on or accessible from our website is not part of or incorporated by reference into this prospectus.

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RISK FACTORS

Investing in the securities described in this prospectus involves risks. You should carefully consider any specific risks set forth under the caption "Risk Factors" in any accompanying prospectus supplement, as well as the risk factors discussed in our most recent Annual Report on Form 10-K and in our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are incorporated by reference in this prospectus, before making an investment decision. Although we discuss key risks in our most recent Annual Report on Form 10-K, new risks may emerge in the future, which may prove to be significant. Our subsequent filings with the SEC may contain amended and updated discussions of significant risks. We cannot predict future risks or estimate the extent to which they may affect our financial performance. The occurrence of any of these risks might cause you to lose all or a part of your investment in the securities we are offering.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, any applicable prospectus supplement and the documents incorporated by reference herein and therein contain or will contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). Forward-looking statements are not historical in nature and can be identified by words such as "anticipate," "estimate," "will," "should," "expect," "believe," "intend," "seek," "plan" and similar expressions or their negative forms, or by references to strategy, plans or intentions. Forward-looking statements involve numerous risks and uncertainties. Our actual results may differ from our beliefs, expectations, estimates and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Statements regarding the following subjects, among others, may be forward-looking:

- our investment objectives and business strategy;
 - our ability to raise capital through the sale of our equity and debt securities and to invest the net proceeds of any such offering in the target assets identified at the time of the offering;
- our ability to obtain future financing arrangements and refinance existing financing arrangements as they mature;
- our expected leverage;
- our expected investments;
- our ability to acquire servicing-related assets and mortgage and real estate-related securities;
- estimates and statements relating to, and our ability to make, future distributions to holders of the securities;
- our ability to compete in the marketplace;
- market, industry and economic trends;
- recent market developments and actions taken and to be taken by the U.S. Government, the U.S. Treasury and the Board of Governors of the Federal Reserve System, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association and the SEC;
- mortgage loan modification programs and future legislative actions;
 - our ability to maintain our qualification as a REIT under the Code and limitations on our business due to compliance with requirements for maintaining our qualification as a REIT under the Code;
- our ability to maintain our exclusion from regulation as an investment company under the Investment Company Act;
- projected capital and operating expenditures;
- availability of qualified personnel; and