

Perlis Roseann
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Perlis Roseann

(Last) (First) (Middle)

1555 PEACHTREE ST. NE, SUITE 1800

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Invesco Mortgage Capital Inc. [IVR]

3. Date of Earliest Transaction (Month/Day/Year)

02/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, par value \$0.01 per share	02/28/2019		M		235	A	\$ 0 2,745	D
Common Stock, par value \$0.01 per share	02/28/2019		M		332	A	\$ 0 3,077	D
Common Stock, par value \$0.01 per share	02/28/2019		M		241	A	\$ 0 3,318	D

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Common Stock, par value \$0.01 per share	02/28/2019	M	243	A	\$ 0	3,561	D
Common Stock, par value \$0.01 per share	02/28/2019	F	376	D	\$ 15.92	3,185	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2019		M	235	<u>(2)</u>	<u>(2)</u>	Common Shares	235
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2019		M	332	<u>(2)</u>	<u>(2)</u>	Common Shares	332
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2019		M	241	<u>(2)</u>	<u>(2)</u>	Common Shares	241
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2019		M	243	<u>(2)</u>	<u>(2)</u>	Common Shares	243

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Perlis Roseann
1555 PEACHTREE ST. NE
SUITE 1800
ATLANTA, GA 30309

Chief Accounting Officer

Signatures

/s/ Robert H. Rigsby, as Attorney
in Fact

03/04/2019

__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).

(1) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Mortgage Capital Inc.

(2) The Restricted Stock Units vest in four equal annual installments and expire upon the employee's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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