

Invesco Mortgage Capital Inc.  
Form POSASR  
April 01, 2013

As filed with the Securities and Exchange Commission on April 1, 2013

File No. 333-174598

File No. 333-174603

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**REGISTRATION STATEMENT ON FORM S-3 (FILE NO. 333-174598)**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**REGISTRATION STATEMENT ON FORM S-3 (FILE NO. 333-174603)**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Invesco Mortgage Capital Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

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**Maryland**  
(State or Other Jurisdiction of

**26-2749336**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**1555 Peachtree Street, N.E., Suite 1800**

**Atlanta, Georgia 30309**

**Telephone: (404) 892-0896**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**Robert H. Rigsby, Esq.**

**1555 Peachtree Street N.E., Suite 1800**

**Atlanta, Georgia 30309**

**Telephone: (404) 479-2945**

**Facsimile: (404) 962-8206**

(Name, address, and telephone number of agent for service)

**Invesco Mortgage Capital Inc. Dividend Reinvestment and Share Purchase Plan**

(Full title of the plans)

*Copies to:*

**Mark C. Kanaly, Esq.**

**Alston & Bird LLP**

**1201 W. Peachtree Street**

**Atlanta, Georgia 30309-3424**

**Telephone: (404) 881-7975**

**Facsimile: (404) 253-8390**

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

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**TERMINATION OF REGISTRATION**

These Post-Effective Amendments relate to the following registration statements on Form S-3 (the Registration Statements ), filed by Invesco Mortgage Capital Inc., a Maryland corporation (the Company ), with the Securities and Exchange Commission:

Registration No. 333-174598 filed on Form S-3 /ASR on May 27, 2011, which registered the offering of an indeterminate amount of the Company s common stock, \$0.01 par value per share, preferred stock, depositary shares, warrants, shareholder rights, debt securities and units; and

Registration No. 333-174603 filed on Form S-3/ASR on May 27, 2011, which registered the offering of 10,000,000 shares of the Company s common stock, \$0.01 par value per share, pursuant to the Company s Dividend Reinvestment and Share Purchase Plan. The offerings pursuant to the Registration Statements have been terminated. The registrant hereby removes from registration any of the securities registered under the Registration Statements that remain unsold under the above listed Registration Statements as of the filing date of these Post-Effective Amendments.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on April 1, 2013.

**INVESCO MORTGAGE CAPITAL INC.**

By: /s/ Richard J. King  
 Richard J. King  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Richard J. King Richard J. King	President and Chief Executive Officer  (principal executive officer)	April 1, 2013
/s/ Donald R. Ramon  Donald R. Ramon	Chief Financial Officer  (principal financial and accounting officer)	April 1, 2013
/s/ G. Mark Armour* G. Mark Armour	Director	April 1, 2013
/s/ Karen Dunn Kelley* Karen Dunn Kelley	Director	April 1, 2013
/s/ James S. Balloun* James S. Balloun	Director	April 1, 2013
/s/ John S. Day* John S. Day	Director	April 1, 2013
/s/ James Lientz* James Lientz	Director	April 1, 2013

\*By: /s/ Robert H. Rigsby  
 Robert H. Rigsby  
  
 Attorney-in-fact