

Cypress Sharpridge Investments, Inc.  
Form 8-K  
June 25, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2010 (June 24, 2010)

**Cypress Sharpridge Investments, Inc.**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-33740**  
(Commission  
File Number)

**20-4072657**  
(I.R.S. Employer  
Identification No.)

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437 Madison Avenue, 33<sup>rd</sup> Floor

New York, New York 10022

(Address of principal executive offices) (Zip code)

(Registrant's telephone number, including area code): (212) 612-3210

Not Applicable

(Former name or former address, if changed from last report)

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:

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

**Item 8.01. Other Events.**

On June 24, 2010, Cypress Sharpridge Investments, Inc. (the "Company") and Cypress Sharpridge Advisors LLC entered into an Underwriting Agreement (the "Underwriting Agreement") with Barclays Capital Inc., as representative of the several underwriters named on Schedule I to the Underwriting Agreement (the "Underwriters"), relating to the issuance and sale of 9,500,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), at a public offering price of \$12.50 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters an option for 30 days to purchase up to 1,425,000 additional shares of Common Stock on the same terms and conditions. The closing of the offering, which is subject to customary closing conditions, is expected to occur on June 30, 2010.

The shares of Common Stock will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-167499), which was declared effective by the Securities and Exchange Commission on June 22, 2010.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption "Underwriting" contained in the Company's prospectus supplement, dated June 24, 2010, which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

In connection with the filing of the Underwriting Agreement, the Company is filing as Exhibit 5.1 hereto an opinion of its counsel, Hunton & Williams LLP.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated June 24, 2010, by and among Cypress Sharpridge Investments, Inc., Cypress Sharpridge Advisors LLC and Barclays Capital Inc.
5.1	Opinion of Hunton & Williams LLP with respect to the legality of the shares
23.1	Consent of Hunton & Williams LLP (included in Exhibit 5.1)

**SIGNATURE**

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.

CYPRESS SHARPRIDGE INVESTMENTS, INC.

Date: June 25, 2010

By: /s/ **THOMAS A. ROSENBLOOM**  
**Thomas A. Rosenbloom**  
**Secretary**

**INDEX TO EXHIBITS**

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