
Section 1: DEFA14A (DEFA14A)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Invesco Mortgage Capital Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Invesco Mortgage Capital Inc.
1555 Peachtree Street NE
Atlanta, Georgia 30309

ADDITIONAL INFORMATION REGARDING THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON TUESDAY, MAY 5, 2020

The following Notice of Change of Location relates to the proxy statement (the “Proxy Statement”) of Invesco Mortgage Capital Inc. (the “Company”), dated March 19, 2020, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for exercise at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Tuesday, May 5, 2020. This Supplement is being filed with the Securities and Exchange Commission and is being made available to stockholders on or about April 17, 2020.

THE NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

**NOTICE OF CHANGE TO VIRTUAL MEETING
FOR THE 2020 ANNUAL MEETING OF
STOCKHOLDERS TO BE HELD ON MAY 5, 2020**

To the Stockholders of Invesco Mortgage Capital Inc.,

Due to the public health impact of the coronavirus outbreak (COVID-19) and to support the health and well-being of our stockholders, employees, and our community, the Board of Directors has changed the location of the 2020 Annual Meeting of Stockholders of Invesco Mortgage Capital Inc. The Annual Meeting will be held over the Internet in a virtual meeting format only. You will not be able to attend the Annual Meeting in person. The date and time have not been changed, and the meeting will continue to be held on May 5, 2020 at 2:00 p.m., Eastern Time. Stockholders attending the Annual Meeting remotely will have the same opportunities they have had at past annual meetings to participate, vote, ask questions, and provide feedback to the company's management team and the Board of Directors.

If you were a stockholder of record at the close of business on the record date of March 5, 2020, you are eligible to access, participate in and vote at the virtual meeting. The items of business are the same as set forth in the meeting notice previously mailed or made available to you.

The meeting will be hosted at www.meetingcenter.io/235748317. The meeting will begin promptly at 2:00 p.m., Eastern Time and online access will open 15 minutes prior to allow time to log-in. The login password is IVR2020. You will also need your voter control number, which, if you are a stockholder of record, you can find on your original proxy card or Notice of Internet Availability of Proxy Materials.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting. To register you must submit proof of your proxy power (legal proxy) reflecting your IVR holdings along with your name and email address to Computershare. Requests for registration should include the email from your broker or an image of your legal proxy and be directed to Computershare via email at legalproxy@computershare.com. Requests for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m., Eastern Time, on April 29, 2020. You will receive a confirmation email from Computershare of your registration, which will include your voter control number.

You may continue to submit your proxy in advance of the Annual Meeting via the Internet, by phone or by mail by following the instructions included on the original proxy card or notice of Internet availability previously distributed. Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting using one of the methods described in the proxy materials. The proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Annual Meeting.

By Order of the Board of Directors,

Rebecca S. Smith
Secretary

April 17, 2020

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