

**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 13, 2019

**CHERRY HILL MORTGAGE INVESTMENT
CORPORATION**

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

001-36099
Commission File Number:

461315605
(IRS Employer Identification No.)

1451 Route 34, Suite 303
Farmingdale, NJ 07727
(Address of principal executive offices, including zip code)

877.870.7005
(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CHMI	New York Stock Exchange
8.20% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value	CHMI-PRA	New York Stock Exchange
8.250% Series B Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value	CHMI-PRB	New York Stock Exchange

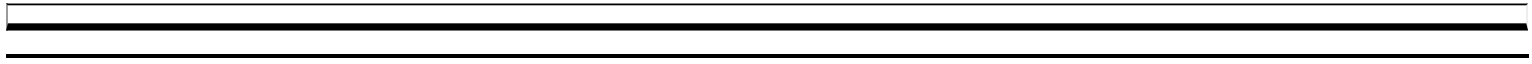
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 12, 2019, the Board of Directors of Cherry Hill Mortgage Investment Corporation (the “Company”) accepted the retirement of Martin Levine as Chief Financial Officer, Treasurer and Secretary of the Company effective on that date.

On June 12, 2019, the Company’s Board of Directors appointed Michael Hutchby, age 41, as the Chief Financial Officer, Treasurer and Secretary of the Company effective on that date.

Mr. Hutchby has served as the Company’s Controller from October 2013 to the present. Prior to joining the Company in 2013, Mr. Hutchby was Vice President, Capital Markets at Freedom Mortgage Corporation (“FMC”), specializing in M&A, corporate development and capital raising. From 2011 to 2012, Mr. Hutchby worked at Sterne, Agee & Leach, where he was an investment banking senior associate in the Financial Institutions Group. From 2009 to 2011, Mr. Hutchby was a Vice President, M&A and Strategic Advisory at Madison Place Partners, Inc., an asset management software company specializing in mortgage related risk and servicing products. Prior to that, Mr. Hutchby held various positions at Bank of America Merrill Lynch, and Sungard Energy Systems. Mr. Hutchby has a B.A. in Economics from The Johns Hopkins University and an M.B.A. from the Stern School of Business at New York University.

Mr. Hutchby’s cash compensation is determined and paid by the Company’s external manager, Cherry Hill Mortgage Management, LLC, through its services agreement with FMC. Mr. Hutchby participates in the Company’s 2013 Equity Incentive Plan.

There are no arrangements or understandings between Mr. Hutchby and any other persons in connection with his appointment. There are no family relationships between Mr. Hutchby and any director or executive officer of the Company, and Mr. Hutchby is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 5.07. Submission of Matters to a Vote of Security Holders

On June 12, 2019, Cherry Hill Mortgage Investment Corporation, a Maryland corporation (the “Company”), held its annual meeting of security holders. Each of the following five nominees to the board of directors was elected based on the votes for, votes withheld and broker non-votes set forth below after each respective name:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Vote</u>
Jeffrey B. Lown II	9,507,718	115,905	5,981,331
Joseph Murin	6,447,601	3,176,022	5,981,331
Regina Lowrie	6,466,046	3,157,577	5,981,331
Robert C. Mercer Jr.	6,536,916	3,086,707	5,981,331

The Company’s security holders approved/disapproved, on a non-binding, advisory vote basis, the compensation of the Company’s named executive officers for the year ended December 31, 2018, based on the following votes for, votes against and abstentions:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Abstentions</u>
5,531,684	3,553,741	538,198

The Company’s security holders also chose, on a non-binding advisory vote basis, to hold future non-binding advisory votes on the compensation of the Company’s named executive officers, every year based on the following votes for, votes against and abstentions:

<u>Every 3 years</u>	<u>Every 2 years</u>	<u>Annually</u>
1,966,937	159,756	7,343,268

The Company’s security holders also ratified the appointment of Ernst & Young LLP as the Company’s independent public auditors for 2019 based on the following votes for, votes against and:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
15,154,611	346,997	103,346

Item 7.01 Regulation FD Disclosure

On June 13, 2019, the Company issued a press release announcing the retirement of Mr. Levine, Chief Financial Officer, Treasurer and Secretary of the Company, and the appointment of Mr. Hutchby, Chief Financial Officer, Treasurer and Secretary of the Company, in each case, effective June 12, 2019. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

99.1 Press release issued on June 13, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CHERRY HILL MORTGAGE INVESTMENT CORPORATION

By: /s/ Michael Hutchby

Michael Hutchby
Chief Financial Officer

Date: June 13, 2019

EXHIBIT INDEX

**Exhibit
Number**

Description

[99.1](#)

Press release, dated June 13, 2019



CHERRY HILL MORTGAGE INVESTMENT CORPORATION PROMOTES MICHAEL HUTCHBY TO CHIEF FINANCIAL OFFICER

- Martin Levine to Remain as President of Aurora Financial Group -

FARMINGDALE, NJ – June 13, 2019 — Cherry Hill Mortgage Investment Corporation (NYSE: CHMI) today announced the promotion of Michael Hutchby to Chief Financial Officer, from Controller, effective immediately. Mr. Hutchby succeeds Martin Levine, who will remain in his role as President of Aurora Financial Group, Inc. (“Aurora”), Cherry Hill’s wholly-owned mortgage servicing subsidiary. Mr. Hutchby will report directly to Jay Lown, President and Chief Executive Officer.

“Marty has been a valuable contributor to Cherry Hill, playing a vital role in growing our business since our initial public offering six years ago. The Board and I extend our sincerest gratitude to Marty for all of his efforts as CFO, and know as President of Aurora that he will continue to be an important member of the team,” said Mr. Lown. “Concurrently, we are pleased to promote Mike to CFO. He has also been an instrumental part of our team since the IPO, and his deep experience, extensive knowledge of our business and the industry made him the natural candidate to succeed Marty as we continue to grow Cherry Hill.”

“I am eager to assume the CFO role, and extend my deepest appreciation to Marty for his ongoing support during the transition process,” said Mr. Hutchby. “I am excited to work more closely with the leadership team, as well as continuing to support our efforts to create profitable growth and stockholder value, while maintaining and further enhancing the Company’s solid balance sheet.”

Prior to joining Cherry Hill, Mr. Hutchby was Vice President of Capital Markets for Freedom Mortgage Corporation, specializing in M&A, corporate development and capital raising. Before Freedom Mortgage, he held multiple positions within the investment banking and financial consulting sectors at Sterne, Agee & Leach, Madison Place Partners and Bank of America Merrill Lynch. Mr. Hutchby worked at Sungard Energy Systems (SES) as a Senior Consultant, Product Manager and Quality Assurance Specialist, managing the development, deployment and support of complex energy commodities trading and risk analysis systems. Mr. Hutchby has a B.A. in Economics from The Johns Hopkins University and an MBA from New York University’s Stern School of Business.

About Cherry Hill Mortgage Investment Corporation

Cherry Hill Mortgage Investment Corporation is a real estate finance company that acquires, invests in and manages residential mortgage assets in the United States. For additional information, visit www.chmireit.com.

Forward-Looking Statements

This press release contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, including, among others, statements relating to the Company's long-term growth opportunities and strategies, expand its market opportunities and create its own Excess MSR and its ability to generate sustainable and attractive risk-adjusted returns for stockholders. These forward looking statements are based upon the Company's present expectations, but these statements are not guaranteed to occur. For a description of factors that may cause the Company's actual results or performance to differ from its forward-looking statements, please review the information under the heading "Risk Factors" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, and other documents filed by the Company with the Securities and Exchange Commission.

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