

Invesco Mortgage Capital Inc.  
Form 8-A12B  
June 18, 2009

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
INVESTCO MORTGAGE CAPITAL INC.  
(Exact Name of Registrant as Specified in Its Charter)**

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

**Not Applicable**  
(I.R.S. Employer Identification Number)

**1555 Peachtree Street, NE**  
**Atlanta, GA**  
(Address of Principal Executive Offices)

**30309**  
(Zip Code)

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

*Title of Each Class to be so Registered*

*Name of Each Exchange on Which  
Each Class is to be Registered*

**Common Stock, \$0.01 par value per share**

**The New York Stock Exchange, Inc.**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333-151665

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.**

Incorporated by reference herein is the section entitled "Description of Capital Stock" contained in the Registrant's registration statement on Form S-11 originally filed with the Securities and Exchange Commission on June 16, 2008 (Registration No. 333-151665), as subsequently amended ("Registration Statement"), including any form of prospectus contained therein filed by the Registrant pursuant to Rule 424 under the Securities Act of 1933, as amended. In addition, incorporated by reference herein is information relating to the Registrant's common stock, par value \$0.01 per share, under the caption "Certain Provisions of the Maryland General Corporation Law and Our Charter and Bylaws" in the Registration Statement.

**ITEM 2. EXHIBITS.**

Not applicable.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**INVESCO MORTGAGE CAPITAL INC.**

Date: June 18, 2009

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