
Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on July 31, 2018

Registration No. 333-189619

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

Post-Effective Amendment No. 1 to:
Form S-8 Registration Statement No. 333-189619

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CYS INVESTMENTS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

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

c/o Two Harbors Investment Corp.
575 Lexington Avenue, Suite 2930
New York, New York, 10022
(612) 629-2500
(Address, including zip code, of principal executive offices)

CYS Investments, Inc. 2013 Equity Incentive Plan
(Full Title of Plan)

Thomas E. Siering
President and Chief Executive Officer
Two Harbors Investment Corp,
Lexington Avenue, Suite 2930
New York, New York, 10022
(612) 629-2500
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:
Scott M. Freeman
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
(212) 839-5300

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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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 7(a)(2)(B) of the Securities Act

DEREGISTRATION OF SECURITIES

CYS Investments, Inc., a Maryland corporation (the “Company”), is filing this post-effective amendment to the Registration Statement on Form S-8 (No. 333-189619) (the “Registration Statement”), filed by the Company with the Securities and Exchange Commission on June 26, 2013, pertaining to the registration of 8,500,000 shares of common stock, par value \$0.01 per share, of the Company (“Common Stock”) reserved for future issuance under the CYS Investments, Inc. 2013 Equity Incentive Plan, to deregister all shares of Common Stock that had been registered for issuance under the Registration Statement that remain unsold thereunder.

On April 25, 2018, the Company, Two Harbors Investment Corp., a Maryland corporation (“Two Harbors”), and Eiger Merger Subsidiary LLC, a Maryland limited liability company and an indirect, wholly owned subsidiary of Two Harbors (“Merger Sub”), entered into an Agreement and Plan of Merger, pursuant to which, subject to the terms and conditions therein, Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation (the “Merger”). As a result of the Merger, the surviving corporation became an indirect wholly owned subsidiary of Two Harbors.

In connection with the consummation of the Merger, the Company is terminating all offers and sales of its securities registered pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

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-8 and has duly caused this post-effective amendment to its registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 31, 2018.

CYS INVESTMENTS, INC.

By: /s/ Thomas E. Siering

Name: Thomas E. Siering

Title: *President and Chief Executive Officer*

Note: Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.

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