CYS Investments, Inc. Form 4 February 14, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **SPARK FRANCES** Issuer Symbol CYS Investments, Inc. [CYS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 890 WINTER STREET, SUITE 200 02/13/2014 below) CFO and Treasurer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WALTHAM, MA 02451 Person (Ctata) (7:-

(State) (A	Table Table	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transactio	ransaction(A) or Disposed of			Securities	Form: Direct	Indirect
	any	Code	(D)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				(A) or		Reported Transaction(s) (Instr. 3 and 4)		
		Code V	Amount	(D)	Price	,		
02/13/2014		F(1)	473	D	\$ 8.39	119,049	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3,	2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any Code (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) Execution Date, if any Code (D) Energically (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code (D) Energically (D) or (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Energically (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
		or Exercise Price of Derivative Security	(wonds Day, real)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ative ties red sed 3,		Underlying Securities (Instr. 3 and	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SPARK FRANCES 890 WINTER STREET **SUITE 200** WALTHAM, MA 02451

CFO and Treasurer

Signatures

/s/ Frances R. 02/14/2014 Spark

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person disposed of these shares to the Company to satisfy the Reporting Person's tax withholding obligations in (1) connection with the shares of restricted stock that vested on February 13, 2014, pursuant to the terms and conditions of a Restricted Stock Award Agreement by and between the Company and the Reporting Person, dated February 13, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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