

ANNALY CAPITAL MANAGEMENT INC  
Form 8-K  
February 18, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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):  
February 15, 2011

**ANNALY CAPITAL MANAGEMENT,  
INC.**

(Exact name of registrant as specified in its charter)

Maryland

1-13447

22-3479661

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

1211 Avenue of the Americas  
Suite 2902  
New York, New York

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 696-0100

No Change

(Former Name or Former Address,  
if Changed Since Last Report)

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))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### Item 1.01. Entry into a Material Definitive Agreement

On February 15, 2011, Annaly Capital Management, Inc. (the Company) entered into an underwriting agreement with Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Morgan Stanley & Co. Incorporated and RCap Securities, Inc. (collectively, the Underwriters), relating to the sale of 75,000,000 shares of Common Stock, par value \$0.01 per share (the Common Stock), and the grant of an over-allotment option for an additional 11,250,000 shares of Common Stock to the Underwriters solely to fulfill over-allotments (the Public Offering). The Public Offering is expected to close on February 18, 2011.

The aggregate net proceeds of the Public Offering, excluding the proceeds the Company may obtain from the exercise of the over-allotment option, to the Company (after deducting estimated expenses) are estimated to be approximately \$1.28 billion.

### Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

1.1 Underwriting Agreement, dated February 15, between the Company and the Underwriters.

5.1 Opinion of K&L Gates LLP with respect to the legality of the shares.

23.1 Consent of K&L Gates LLP (included in Exhibit 5.1)

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SIGNATURE

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

Annaly Capital Management, Inc.

By:     /s/ Kathryn Fagan    

Name: Kathryn Fagan

Title: Chief Financial Officer

Date: February 18, 2011

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