

ANNALY CAPITAL MANAGEMENT INC  
Form 8-K  
February 08, 2010  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 8, 2010

ANNALY CAPITAL MANAGEMENT, INC.  
(Exact name of registrant as specified in its charter)

|                              |                |                   |
|------------------------------|----------------|-------------------|
| <u>Maryland</u>              | <u>1-13447</u> | <u>22-3479661</u> |
| (State or Other Jurisdiction | (Commission    | (IRS              |
| of Incorporation)            | File Number)   | Employer          |
| 1211 Avenue of the Americas  |                | Identification    |
|                              |                | No.)              |
| Suite 2902                   |                |                   |

|  |              |
|--|--------------|
| <u>New York, New York</u>                | <u>10036</u> |
| (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))

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

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Item 8.01. Other Events

On February 8, 2010, Annaly Capital Management, Inc. (the "Company") issued a press release announcing that it intends to make a public offering of \$500.0 million in aggregate principal amount of its convertible senior notes due 2015. The Company has granted the underwriters a 30-day option to purchase up to an additional \$75.0 million aggregate principal amount of the notes solely to cover over-allotments. The Company expects to close the transaction on or about February 12, 2010. The Company's press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

99.1 Press Release, dated February 8, 2010 issued by Annaly Capital Management, Inc.

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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

Dated: February 8, 2010