

ANNALY CAPITAL MANAGEMENT INC  
Form 8-K  
July 26, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): July 25, 2017**

**Annaly Capital Management, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-13447**  
**(Commission**  
**File Number)**

**22-3479661**  
**(IRS Employer**  
**Identification No.)**

**1211 Avenue of the Americas**

**10036**

**New York, New York**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (212) 696-0100**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On July 25, 2017, Annaly Capital Management, Inc. (the Company ) priced a public offering of an original issuance of 28,000,000 shares of its 6.95% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share (the Series F Preferred Stock ), for gross proceeds of approximately \$700 million before deducting the underwriting discount and other estimated offering expenses. The offering is subject to customary closing conditions and is expected to close on or about July 31, 2017. In connection with the offering, the Company has granted the underwriters an option to purchase up to an additional 4,200,000 shares of Series F Preferred Stock, solely to cover over-allotments, which option will expire on August 25, 2017.

**SIGNATURE**

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

ANNALY CAPITAL MANAGEMENT, INC.  
(REGISTRANT)

Date: July 26, 2017

By: /s/ Glenn A. Votek  
Name: Glenn A. Votek  
Title: Chief Financial Officer