

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
*See* Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden hours per response... 1.0

1. Name and Address of Reporting Person \*  
SCHAEFER JOHN H

## 2. Issuer Name **and** Ticker or Trading Symbol

### 5. Relationship of Reporting Person(s) to Issuer

(Last)                      (First)                      (Middle)

ANNALY CAPITAL  
MANAGEMENT INC [NLY]

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

\_\_\_X\_\_\_ Director                      \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
 below)                                      below)

C/O ANNALY CAPITAL  
MANAGEMENT, INC., 1211  
AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

## 6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

☒ X Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or Amount	(D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	77,494	D	Â

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	Â	Â	Â	Â	Â Â	Â (1) Â (1)	Common Stock	47,610 (2) Â

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHAEFER JOHN H C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â X Â Â Â

## Signatures

/s/ Anthony C. Green, as Attorney-in-Fact for John H. Schaefer 01/18/2019

\_\_Signature of Reporting Person

Date

## 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 Deferred Stock Units ("DSUs") convert to shares of Common Stock on a one-for-one basis one year after the date of grant unless the
- (1) director elects to defer the settlement of the DSUs until after a termination of service pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan. The reporting person has elected such deferred settlement for all DSUs reported above.
  - (2) Reflects the aggregate amount of DSUs granted during the tenure of the respective director net of any conversions, including 12,773 DSUs acquired pursuant to dividend reinvestments for which no additional price was paid.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.