

ANNALY CAPITAL MANAGEMENT INC

Form 8-K

January 24, 2008

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):

January 23, 2008

Annaly Capital Management, Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland

1-13447

22-3479661

(I.R.S.  
Employer

(State or Other Jurisdiction

(Commission

Identification  
No.)

of Incorporation)

File Number)

1211 Avenue of the Americas

Suite 2902

New York, New York

10036

(Address of Principal

(Zip Code)

Executive Offices)

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))



**Item 8.01 Other Events**

On January 23, 2008, Annaly Capital Management, Inc. (the "Company") issued a press release announcing that it has agreed to the sale of 51,000,000 shares of its common stock at \$19.25 per share for estimated gross proceeds of approximately \$981.8 million. The Company has granted the underwriters a 30-day option to purchase up to an additional 7,650,000 shares of common stock to cover over-allotments. The Company expects to close the transaction on or about January 29, 2008. 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 January 23, 2008 issued by Annaly Capital Management, Inc.

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**SIGNATURES**

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: January  
23,  
2008

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