

DYNEX CAPITAL INC  
Form 8-A12B  
April 17, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**DYNEX CAPITAL, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State of incorporation or organization)

**4991 Lake Brook Drive, Suite 100**

**Glen Allen, Virginia**

**52-1549373**  
(I.R.S. Employer Identification No.)

**23060**

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(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
<b>7.625% Series B Cumulative Redeemable Preferred Stock</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  "

Securities Act registration statement file number to which this form relates: 333-173551

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of Class)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the 7.625% Series B Cumulative Redeemable Preferred Stock (the Series B Preferred Stock), par value \$0.01 per share and liquidation value \$25.00 per share, to be registered hereunder is contained under the heading Description of the Series B Preferred Stock in the Registrant's prospectus supplement dated April 11, 2013, and under Description of our Preferred Stock in the accompanying prospectus, as filed with the U.S. Securities and Exchange Commission on April 12, 2013 pursuant to Rule 424(b)(2), which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit No.	Description
3.1	Restated Articles of Incorporation, effective July 9, 2008 (incorporated herein by reference to Exhibit 3.1 to Dynex's Current Report on Form 8-K filed July 11, 2008).
3.1.1	Articles of Amendment to the Restated Articles of Incorporation, effective July 30, 2012 (incorporated herein by reference to Exhibit 3.1.1 to Dynex's Registration Statement on Form 8-A filed August 1, 2012).
3.1.2	Articles of Amendment to the Restated Articles of Incorporation, effective April 15, 2013 (incorporated herein by reference to Exhibit 3.1.2 to Dynex's Current Report on Form 8-K filed April 16, 2013).
3.2	Amended and Restated Bylaws, effective August 1, 2012 (incorporated herein by reference to Exhibit 3.2 to Dynex's Current Report on Form 8-K filed August 3, 2012).
3.2.1	Amendment to Bylaws of Dynex, effective as of June 5, 2013 (incorporated herein by reference to Exhibit 3.2.1 to Dynex's Current Report on Form 8-K filed April 16, 2013).
4.1	Specimen of Common Stock Certificate (incorporated herein by reference to Amendment No. 3 to Dynex's Registration Statement on Form S-11 dated February 10, 1988).
4.2	Specimen of 7.625% Series B Cumulative Redeemable Preferred Stock Certificate (incorporated herein by reference to Exhibit 4.1 to Dynex's Current Report on Form 8-K filed April 16, 2013).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**DYNEX CAPITAL, INC.**

/s/ Stephen J. Benedetti

By: Stephen J. Benedetti

Executive Vice President, Chief Operating Officer  
and Chief Financial Officer

Date: April 17, 2013