

Edgar Filing: DYNEX CAPITAL INC - Form SC TO-I/A

**THIS AMOUNT WAS PREVIOUSLY PAID IN CONNECTION WITH THE ORIGINAL FILING OF THIS SCHEDULE TO ON MAY 8, 2001.

[] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$5,200 Form or Registration No.: 005-41043
Filing Party: Dynex Capital, Inc. Date Filed: May 8, 2001

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [] third-party tender offer subject to Rule14d-1.
[X] issuer tender offer subject to Rule 13e-4.
[] going-private transaction subject to Rule13e-3.
[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 7, 2001, relating to the offer by Dynex Capital, Inc. to purchase shares of its Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock all upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 7, 2001, as amended hereby, and the related Letters of Transmittal.

ITEM 12. EXHIBITS

EXHIBIT
NUMBER DESCRIPTION

(a) (1) (A) Offer to Purchase dated May 7, 2001.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DYNEX CAPITAL, INC.

By: /s/ Thomas H. Potts

Thomas H. Potts
President

Dated: May 8, 2001

INDEX TO EXHIBITS

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