

Armour Residential REIT, Inc.
Form 8-K
August 28, 2013

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) **August 27, 2013**

ARMOUR Residential REIT, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland **001-34766** **26-1908763**
(State or Other Jurisdiction (Commission File Number) (I.R.S. Employer Identification No.)

of Incorporation)

3001 Ocean Drive, Suite 201

Vero Beach, Florida
(Address of Principal Executive Offices)

32963
(Zip Code)

(772) 617-4340

(Registrant's Telephone Number, Including Area Code)

n/a

(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 (see General Instruction A.2. below):

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 (17CFR 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))

Item 5.02.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 27, 2013, the Board of Directors of ARMOUR Residential REIT, Inc. (the Company, or ARMOUR) appointed Ms. Carolyn Downey as a new independent member of the Board of Directors of the Company, effective September 3, 2013. Ms. Downey was also appointed a member of the Nominating and Corporate Governance Committee, effective September 3, 2013.

With the appointment of Ms. Downey, the Company expects to regain compliance with Section 303A.01 of the New York Stock Exchange Listed Company Manual and Section 802(a) of the NYSE MKT LLC Company Guide, both which require a majority of independent directors on the Company's Board of Directors.

Ms. Downey, age 64, has over 25 years of institutional capital markets experience working with leading institutions in global finance. From 1989 until 2007, Ms. Downey was a Managing Director of RBS Greenwich Capital, a fixed income sales, trading and finance firm serving institutional clients, and a U.S. Government securities primary dealer. At RBS Greenwich Capital, Ms. Downey was responsible for relationships with real-estate investment trusts, financial institutions, hedge funds, investment managers and proprietary trading desks, participated in structuring and distribution of net interest margin securities, commercial mortgage securities and collateralized mortgage obligations, and advised on hedging strategies using derivative products and synthetic swaps. Prior to her time at RBS Greenwich Capital, Ms. Downey was a Vice President of Fixed Income Sales at Salomon, Inc. from 1981 until 1989, where she was for some time responsible for residual product placement and other equity tranches of structured debt and sourcing residuals from mortgage originators and security issuers. Ms. Downey also previously served as a mortgage product specialist in London and a thrift specialist in New York. She holds a B.A. degree from St. Mary's College in Sociology, a B.S. degree in Accounting from Boston University and an M.B.A. from the Stanford University Graduate School of Business. Ms. Downey serves on the Advisory Board of the Patron's Program, Archdiocese of Manhattan, a partnership of patrons, the Archdiocese and school leaders, and previously served as a member of the Board of Directors of the Student Sponsor Partners. As a result of Ms. Downey's 25 plus years of experience in structured finance, investment banking and capital markets, she will be able to provide significant financial, leadership and management advice to the Company's Board of Directors in many critical areas.

Also on August 27, 2013, the Board of Directors of the Company appointed Mr. Mark Gruber, Head of Portfolio Management, to the post of Chief Operating Officer of the Company, to hold office until his successor is duly appointed and qualified, effective September 3, 2013.

Mr. Gruber, age 38, is the Head of Portfolio Management at ARMOUR Residential Management LLC (ARRM), the external manager of the Company and JAVELIN Mortgage Investment Corp., a publicly traded real-estate investment trust (REIT) that invests in and manages a leveraged portfolio of agency mortgage-backed securities and non-agency mortgage-backed securities. From April 2008 until joining ARRM in July 2010, Mr. Gruber managed a \$1.1 billion mortgage portfolio for Penn Mutual Life Insurance. From June 2005 to March 2008, Mr. Gruber was Vice-President of Research and Trading at Bimini Capital Management, Inc., a publicly traded REIT that managed \$4 billion in agency mortgage assets. Mr. Gruber previously worked for Lockheed Martin at the Knolls Atomic Power Laboratory where he was an engineer for the Naval Nuclear Propulsion Program. Mr. Gruber holds an M.B.A. with University Honors from the Tepper School of Business at Carnegie Mellon, an M.S. degree in Mechanical and Aerospace Engineering from the University of Virginia, and a B.S. degree in Mechanical Engineering with High Honors from Lehigh University.

ARMOUR is managed by ARRM, a Delaware limited liability company, pursuant to an amended and restated management agreement between the Company and ARRM. Under the amended and restated management agreement, the material terms of which have been previously disclosed by the Company, the Company pays management fees to ARRM, which in turn compensates its employees for their services to ARRM, which benefit the Company. ARMOUR does not have any employees whom it compensates directly with salaries, bonuses and benefits. Mr. Gruber is an employee of ARRM, not an employee of ARMOUR, and therefore receives his salary, bonuses and benefits from ARRM. However, Mr. Gruber is eligible to receive grants of equity and cash-based awards under the ARMOUR 2009 Stock Incentive Plan (the Plan), similar to ARMOUR's other executive officers, all who are deemed Eligible Individuals under the Plan.

A copy of the press release, dated August 27, 2013, announcing Ms. Downey as the new independent director and member of the Nominating & Corporate Governance Committee of the Board of the Company and Mr. Gruber as the new Chief Operating Officer of the Company is filed as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release, dated August 27, 2013

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.

Dated: August 28, 2013

ARMOUR RESIDENTIAL REIT, INC.

By: /s/ Scott J. Ulm

Name: Scott J. Ulm

Title: Co-Chief Executive Officer and

Co-Vice Chairman

Exhibit Index

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