

ANNALY CAPITAL MANAGEMENT INC

Form 8-K/A

January 05, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

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 4, 2011

ANNALY CAPITAL MANAGEMENT, INC.

(Exact name of registrant as specified in its charter)

Maryland

1-13447

22-3479661

(I.R.S.

(Commission

Employer

(State or Other Jurisdiction
of Incorporation)

File Number)

Identification
No.)

1211 Avenue of the Americas

Suite 2902

New York, New York

10036

(Address of principal executive offices) (Zip Code)

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))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On January 5, 2011, the Company issued a press release correcting the conversion ratio included in the Company's January 4, 2011 announcement of an adjustment to the conversion rate the pricing of its 4% convertible senior notes due 2015.

The Company's prior press release announcing the new conversion rate correctly stated the new and previous conversion prices for the notes but inadvertently misstated the new and old conversion rates. The notice delivered to Wells Fargo Bank, National Association, the trustee, in accordance with the terms of the governing indenture for the notes, correctly stated all conversion prices and rates. The correct conversion rate for each \$1,000 principal amount of notes is 54.1089 of the Company's common shares. The correct conversion rate for each \$1,000 principal amount of notes was previously 52.2040 of the Company's common shares.

The Company's January 5, 2011 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 5, 2011,
issued by the
Company

SIGNATURE

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

Date: January 5, 2011