

ANNALY CAPITAL MANAGEMENT INC  
Form 8-K  
October 12, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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):  
**October 11, 2007**

**ANNALY CAPITAL MANAGEMENT, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**1-13447**  
(Commission File Number)

**22-3479661**  
(IRS Employer Identification No.)

**1211 Avenue of the Americas  
Suite 2902  
New York, New York**  
(Address of principal executive offices)

**10036**  
(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 October 11, 2007, Annaly Capital Management, Inc. (the Company ) issued a press release announcing that it has agreed to the sale of 62,000,000 shares of its common stock at \$15.10 per share for estimated gross proceeds of approximately \$936.2 million. The Company has granted the underwriters a 30-day option to purchase up to an additional 9,300,000 shares of common stock to cover over-allotments. The Company expects to close the transaction on or about October 17, 2007. 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 October 11, 2007 issued by Annaly Capital Management, Inc.

---

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: October 11, 2007

---