

Armour Residential REIT, Inc.  
Form 8-K  
February 08, 2011

**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) **February 8, 2011**

**ARMOUR Residential REIT, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**                                  **001-33736**                                  **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))

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**Item 8.01.**

**Other Events.**

On February 8, 2011, ARMOUR Residential REIT, Inc.(the Company ) announced the closing of the previously-announced offering of 7,750,000 shares of the Company s common stock at a price of \$7.60 per share. In addition, the underwriters have fully exercised the over-allotment option for 1,162,500 additional shares at a price of \$7.60 per share, resulting in a total offering of 8,912,500 shares for gross proceeds of \$67,735,000. The Company estimates that the net proceeds resulting from the offering, after deducting the underwriters discounts and commissions and other estimated expenses, will be approximately \$55,705,000.

A copy of the Company s press release relating to the closing, dated February 8, 2011, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01.**

**Financial Statements and Exhibits.**

(c) Exhibits

<b><u>Exhibit</u></b>	
<b><u>No.</u></b>	<b><u>Description</u></b>
5.1	Opinion of Akerman Senterfitt
8.1	Tax Opinion of Akerman Senterfitt
23.1	Consent of Akerman Senterfitt (included in Ex. 5.1)
23.2	Consent of Akerman Senterfitt (included in Ex. 8.1)
99.1	Press Release, dated February 8, 2011

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**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: February 8, 2011

**ARMOUR RESIDENTIAL REIT, INC.**

By: /s/ Jeffrey J. Zimmer

Name: Jeffrey J. Zimmer

Title: Co-Chief Executive Officer, President and Co-Vice Chairman

**Exhibit Index**

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