

MFA FINANCIAL, INC.  
Form 8-K  
August 03, 2009

**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): July 29, 2009  
MFA FINANCIAL, INC.  
(Exact Name of Registrant as Specified in Charter)**

**Maryland**

**1-13991**

**13-3974868**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File No.)

(IRS Employer  
Identification No.)

**350 Park Avenue, 21<sup>st</sup> Floor, New York, New York 10022**

(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(212) 207-6400**

(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))
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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On July 29, 2009, MFA Financial, Inc. ( MFA ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley, Deutsche Bank Securities, Credit Suisse, JMP Securities, UBS Investment Bank, Cantor Fitzgerald & Co. and Keefe, Bruyette & Woods (collectively, the Underwriters ) relating to the sale of 50,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), and the granting to the Underwriters of an option to purchase up to an additional 7,500,000 shares of Common Stock to cover over-allotments that may occur during the offering process. A copy of the Underwriting Agreement is attached as an exhibit hereto.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits.

1.1 Underwriting Agreement, dated July 29, 2009, between MFA and the Underwriters.

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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.

MFA FINANCIAL, INC.

By: /s/ Timothy W. Korth  
Timothy W. Korth  
General Counsel and Senior Vice  
President Business Development

Date: August 3, 2009