

ANWORTH MORTGAGE ASSET CORP  
Form 8-K  
November 30, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

November 30, 2007

Date of Report (Date of earliest event reported)

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**ANWORTH MORTGAGE ASSET CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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

**001-13709**  
(Commission File Number)

**52-2059785**  
(IRS Employer Identification No.)

**1299 Ocean Avenue, 2<sup>nd</sup> Floor, Santa Monica, California 90401**

(Address of Principal Executive Offices) (Zip Code)

**(310) 255-4493**

(Registrant's Telephone Number, Including Area Code)

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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:

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- .. 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 November 29, 2007, Anworth Mortgage Asset Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Deutsche Bank Securities Inc., Friedman, Billings, Ramsey & Co., Inc., JMP Securities LLC and Sterne, Agee & Leach, Inc. (collectively, the Underwriters ) relating to the sale of 9,000,000 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 1,350,000 shares of Common Stock to cover over-allotments. A copy of the Underwriting Agreement is attached as an exhibit hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

<b>Exhibit #</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 29, 2007, between the Company and the Underwriters

**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.

ANWORTH MORTGAGE ASSET CORPORATION

Date: November 30, 2007

By: /s/ Thad M. Brown

Name: Thad M. Brown

Title: Chief Financial Officer

**EXHIBIT INDEX**

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