

ANWORTH MORTGAGE ASSET CORP  
Form 424B2  
July 05, 2011

Filed Pursuant to Rule 424(b)(2)  
Registration File No.: 333-164046

**PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED MARCH 26, 2010**

**Common Stock**

**8.625% Series A Cumulative Preferred Stock**

**6.25% Series B Cumulative Convertible Preferred Stock**

**ANWORTH MORTGAGE ASSET CORPORATION**

This prospectus supplement relates to sales made in at-the-market transactions of shares of our common stock, during the three month period ended June 30, 2011, of an aggregate of 2,895,600 shares of our common stock, and 184,909 shares of our Series B Preferred Stock. Cantor Fitzgerald & Co. (Cantor) acted as placement agent with respect to the sales, pursuant to a Controlled Equity Offering Sales Agreement, dated May 14, 2008 (the Agreement), as amended by an Amendment No. 1 to Sales Agreement, dated February 8, 2011 (the Amendment), each between us and Cantor, as described in the accompanying prospectus, as supplemented. The Agreement has been filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on May 15, 2008 and is hereby incorporated by reference into this prospectus supplement. The Amendment has been filed as an exhibit to our Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2011 and is hereby incorporated by reference into this prospectus supplement. In connection with these sales, we paid commissions to Cantor as follows:

Gross proceeds to us	\$ 25,745,111
Commission to Cantor Fitzgerald & Co.	\$ 470,645
Net proceeds, before expenses, to us	\$ 25,274,466

You should read carefully this prospectus supplement and the accompanying prospectus, dated March 26, 2011, and each supplement thereto before you invest. These documents contain information you should consider when making your investment decision. The information included in the Registration Statement on Form S-3, as amended (No. 333-164046), filed with the Securities and Exchange Commission on December 28, 2009 and which became effective on March 26, 2010, as amended or supplemented, is hereby incorporated by reference into this prospectus supplement.

Our common stock trades on the New York Stock Exchange under the symbol ANH. On July 5, 2011, the last reported sales price of our common stock was \$7.68 per share. Our Series A Preferred Stock trades on the New York Stock Exchange under the symbol ANH-PRA. On July 5, 2011, the last reported sales price of our Series A Preferred Stock was \$25.43 per share. Our Series B Preferred Stock trades on the New York Stock Exchange under the symbol ANH-PRB. On July 5, 2011, the last reported sales price of our Series B Preferred Stock was \$26.25 per share.

**Investing in our capital stock involves a high degree of risk. See Risk Factors beginning on page 6 of the accompanying prospectus as supplemented, to read about factors you should consider before buying shares of our common stock, Series A Preferred Stock and Series B Preferred Stock.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is July 5, 2011