

ANNALY CAPITAL MANAGEMENT INC  
Form DEFA14A  
May 17, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

Annaly Capital Management, Inc.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

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Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A

(Amendment No. 2)

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

Date of Report (Date of earliest event reported):  
May 26, 2011

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))

## EXPLANATORY NOTE

This Form 8-K/A is being filed as an amendment (“Amendment No. 2”) to the Current Report on Form 8-K filed by Annaly Capital Management, Inc. (“Annaly” or the “Company”) with the U.S. Securities and Exchange Commission on June 1, 2011 (“Original Filing”) and amended on June 20, 2011 (“Amendment No.1”). The purpose of this Amendment No. 2 is to disclose the Company’s revised decision on the frequency of future say-on-pay non-binding advisory votes regarding compensation awarded to named executive officers.

### Item 5.07. Submission of Matters to a Vote of Security Holders

As previously reported, in the proxy statement for the Company’s 2011 Annual Meeting of Stockholders (the “2011 Meeting”), the Board of Directors (the “Board”) recommended that stockholders vote, on an advisory (non-binding) basis, in favor of triennial future “say-on-pay” votes. Say-on-pay votes are periodic advisory (non-binding) stockholder votes to approve the compensation paid to the Company’s named executive officers. At the 2011 Meeting, a majority of the shares cast on the matter voted in favor of an annual frequency for say-on-pay votes, and these results were timely reported in the Original Filing.

As previously reported in Amendment No.1, the Board carefully considered the appropriate frequency of future non-binding advisory votes regarding compensation awarded to its named executive officers. Among other factors, the Board considered the voting results at the Company’s 2011 Annual Meeting with respect to the non-binding advisory vote regarding the frequency of non-binding advisory votes regarding compensation awarded to its named executive officers. The Board determined that future non-binding advisory votes regarding compensation awarded to its named executive officers would be submitted to shareholders of the Company every three years. The Board also determined to continue to evaluate this decision annually.

The Board has now determined that the Company will hold future say-on-pay non-binding advisory votes regarding compensation awarded to named executive officers on an annual basis commencing with the Annual Meeting of Stockholders in 2013.

On May 17, 2012, the Company is filing this Current Report on Form 8-K/A, further amending the Original Filing and Amendment No. 1, solely for the purpose of disclosing the Board’s revised decision on the frequency of future say-on-pay non-binding advisory votes regarding compensation awarded to named executive officers.

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: May 17, 2012