

Item 8.01. Other Events

On February 8, 2010, Annaly Capital Management, Inc. (the "Company") issued a press release announcing that it intends to make a public offering of \$500.0 million in aggregate principal amount of its convertible senior notes due 2015. The Company has granted the underwriters a 30-day option to purchase up to an additional \$75.0 million aggregate principal amount of the notes solely to cover over-allotments. The Company expects to close the transaction on or about February 12, 2010. The Company's press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

99.1 Press Release, dated February 8, 2010 issued by Annaly Capital Management, Inc.

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

Dated: February 8, 2010