

FEDERAL AGRICULTURAL MORTGAGE CORP
Form SC 13D/A
December 30, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Federal Agricultural Mortgage Corporation

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

313148108

(CUSIP Number)

J. Andrew Don

National Rural Utilities Cooperative Finance Corporation

20701 Cooperative Way, Dulles, Virginia 20166

703-467-1800

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(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 12, 2009¹

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

¹ A Schedule 13D was filed on November 12, 2009 but was inadvertently filed as a purchaser filing, instead of as an issuer filing.

SCHEDULE 13D

CUSIP No. 313148108 Page 2 of 5 Pages

NAME OF REPORTING
PERSON

1

National Rural Utilities
Cooperative Finance
Corporation
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ..

(b) ..
SEC USE ONLY

3

SOURCE OF FUNDS (See
Instructions)

4

WC
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED ..
PURSUANT TO
ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

District of Columbia
NUMBER OF 7 SOLE
VOTING

| | |
|--------------|-------------|
| SHARES | POWER |
| BENEFICIALLY | |
| OWNED BY | 81,500 |
| EACH | SHARED |
| REPORTING | VOTING |
| PERSON | POWER |
| | 8 |
| WITH | 0 |
| | SOLE |
| | DISPOSITIVE |
| | POWER |
| | 9 |
| | 81,500 |
| | 10 SHARED |
| | DISPOSITIVE |
| | POWER |

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 81,500
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)

13 EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 8.2%

TYPE OF REPORTING
PERSON (*see* Instructions)

CO

Item 1. Security and the Issuer

This Statement on Schedule 13D relates to the Class A Common Stock (the “Class A Stock”) of the Federal Agricultural Mortgage Corporation (“Farmer Mac”), whose principal executive offices are located at 1999 K Street, N.W.th4Floor, Washington, DC 20006. This Amendment No. 1 (“Amendment No. 1”) amends the Schedule 13D filed on November 12, 2009.

Item 2. Identity and Background

(a) - (c) This Statement is filed by National Rural Utilities Cooperative Finance Corporation (“CFC”), 20701 Cooperative Way, Dulles, VA, 20166. CFC’s principal business is providing financing to rural electric cooperatives in the United States.

(d) - (e) None

(f) N/A

Item 3. Source and Amount of Funds or Other Consideration

Working capital in the amount of \$537,955 was used to purchase the 81,500 shares of Class A Stock.

Item 4. Purpose of Transaction

CFC acquired the Class A Stock for investment purposes and may make additional investments in Class A Stock. CFC intends to review its investment in Class A Stock on a continuing basis and consider changes in its investment depending on various factors including, without limitation, CFC’s financial position and investment strategy, the price levels of the Class A Stock, conditions in the securities markets and general economic and industry conditions.

Additionally, CFC owns 1,200,000 shares of Farmer Mac’s 5.875% Non-Cumulative Preferred Stock, Series A (the “Series A Preferred Stock”), 1,000,000 shares of Farmer Mac’s 6.875% Non-Cumulative Preferred Stock, Series B (the “Series B Preferred Stock”), and 1,000,000 shares of Farmer Mac’s 6.000% Non-Cumulative Preferred Stock, Series C (the “Series C Preferred Stock”, and together with the Series A Preferred Stock and Series B Preferred Stock, the

“Preferred Stock”).

CFC may in the future take such actions with respect to its investment in Farmer Mac as it deems appropriate including, without limitation, selling some or all of its Class A Stock or Preferred Stock or purchasing additional shares of Class A Stock or Preferred Stock, purchasing or selling shares of any other class of Farmer Mac’s common or preferred stock, seeking director nomination, voting shares and formulating other plans or proposals regarding Farmer Mac or its securities to the extent deemed advisable by CFC in light of its business, general investment policies, market conditions and any subsequent developments affecting Farmer Mac and the general business and future prospects of Farmer Mac. CFC may take any other action with respect to the shares of Class A Stock or Preferred Stock permitted by applicable law.

Item 5. Interest in Securities of the Issuer

(a) CFC beneficially owns 81,500 shares of Class A Stock, which constitutes 8.2% of the outstanding shares of such class.

(b) CFC has sole power to vote and dispose of the 81,500 shares of Class A Stock.

(c) In the past 60 days, CFC has not made any purchases of Class A Stock.

(d) None.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be filed as Exhibits

None.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 30, 2014

By: /s/ J. Andrew Don
J. Andrew Don
Senior Vice
President and Chief
Financial Officer