

Armour Residential REIT, Inc.  
Form 8-K  
January 21, 2011

**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**

Date of Report (Date of earliest event reported) **January 21, 2011**

**ARMOUR Residential REIT, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

|                              |                          |                                      |
|------------------------------|--------------------------|--------------------------------------|
| <b>Maryland</b>              | <b>001-33736</b>         | <b>26-1908763</b>                    |
| (State or Other Jurisdiction | (Commission File Number) | (I.R.S. Employer Identification No.) |
| of Incorporation)            |                          |                                      |

**3001 Ocean Drive, Suite 201**

**Vero Beach, Florida**  
(Address of Principal Executive Offices)

**32963**  
(Zip Code)

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**(772) 617-4340**

(Registrant's Telephone Number, Including Area Code)

**n/a**

(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 (see General Instruction A.2. below):

☐

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 (17CFR 240.14a-12)

☐

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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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 January 21, 2011, ARMOUR Residential REIT, Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Ladenburg Thalmann & Co. Inc. for themselves and as representatives of the several underwriters named therein (the "Underwriters"), related to its follow-on public offering (the "Offering") of 6,000,000 shares of the Company's common stock, par value \$0.001 per share, excluding an Underwriters' over-allotment option (the "Option") to purchase an additional 900,000 shares during the 45-day period following the Offering.

The Underwriters agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$7.55 per share, exclusive of Underwriters' discounts and commissions. The shares were offered and sold under a prospectus supplement and accompanying prospectus filed with the Securities and Exchange Commission pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-170646). The Offering is expected to close on January 26, 2011. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1 and incorporated by reference herein.

The material terms of the Securities are described in the Company's prospectus supplement, as filed with the Commission on January 21, 2011 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Securities and supplements the Company's prospectus contained in the Registration Statement, as filed with the Commission on December 9, 2010.

**Item 8.01.**

**Other Items.**

On January 21, 2011, the Company announced the pricing of the Offering. A copy of the Company's press release relating to the pricing, dated January 21, 2011, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01.**

**Financial Statements and Exhibits.**

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The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

### (c) Exhibits

| <u>Exhibit</u> |  |
|----------------|--|
|----------------|--|

| <u>No.</u> | <u>Description</u> |
|------------|--------------------|
|------------|--------------------|

|      |                                       |
|------|---------------------------------------|
| 1.1  | Underwriting Agreement                |
| 99.1 | Press Release, dated January 21, 2011 |

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**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.

Dated: January 21, 2011

**ARMOUR RESIDENTIAL REIT, INC.**

By: /s/ Jeffrey J. Zimmer

Name: Jeffrey J. Zimmer

Title: Co-Chief Executive Officer, President and Co-Vice Chairman

**Exhibit Index**

| <b><u>Exhibit<br/>No.</u></b> | <b><u>Description</u></b>             |
|-------------------------------|---------------------------------------|
| 1.1                           | Underwriting Agreement                |
| 99.1                          | Press Release, dated January 21, 2011 |