

MFA FINANCIAL, INC.  
Form 8-K  
August 07, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 2, 2018**

**MFA FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**1-13991**  
**(Commission**  
**File Number)**

**13-3974868**  
**(IRS Employer**  
**Identification No.)**

**350 Park Avenue, 20th Floor**

**New York, New York**  
**(Address of principal executive offices)**

**10022**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 207-6400**

**Not Applicable**

**(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 (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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Material Definitive Agreement.**

On August 2, 2018, MFA Financial, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as underwriters (the Underwriters ), relating to (i) the offer and sale of 50,000,000 shares of the Company s common stock, par value \$0.01 per share ( Common Stock ), and (ii) the grant by the Company to the Underwriters of an option to purchase up to an additional 7,500,000 shares of Common Stock (together, the Shares ). The offering closed on August 7, 2018. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and the description of the Underwriting Agreement contained herein is qualified in its entirety by reference to such exhibit.

The offering is being conducted pursuant to the Company s Registration Statement on Form S-3 (File No. 333-214659) (the Registration Statement ). The offering was made pursuant to the prospectus supplement, dated August 2, 2018, and the accompanying prospectus, dated November 16, 2016, filed with the Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statement and Exhibits.**

On August 7, 2018, Venable LLP delivered an opinion to the Company with respect to the validity of the Shares (the Opinion ). The Opinion is being filed herewith, and thereby automatically incorporated by reference into the Registration Statement, in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933.

**Exhibit**

- 1.1 Underwriting Agreement, dated August 2, 2018, among MFA Financial, Inc. and Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as underwriters.
- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (included in Exhibit 5.1).

**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.

Date: August 7, 2018

MFA FINANCIAL, INC.

By: /s/ Harold E. Schwartz  
Harold E. Schwartz  
Senior Vice President and General Counsel