

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20459

SCHEDULE TO-I/A

TENDER OFFER STATEMENT
UNDER SECTION 14(d) (1) OR 13(e) (1) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)

DYNEX CAPITAL, INC.
(NAME OF SUBJECT COMPANY (ISSUER))

DYNEX CAPITAL, INC. (OFFEROR)
(NAME OF FILING PERSON (IDENTIFYING STATUS AS OFFEROR, ISSUER OR OTHER PERSON))

SERIES A PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE
SERIES B PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE
SERIES C PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE
(TITLE OF CLASS OF SECURITIES)

(26817Q 20 9)
(CUSIP NUMBER OF SERIES A PREFERRED STOCK)
(26817Q 30 8)
(CUSIP NUMBER OF SERIES B PREFERRED STOCK)
(26817Q 40 7)
(CUSIP NUMBER OF SERIES C PREFERRED STOCK)

THOMAS H. POTTS, PRESIDENT
DYNEX CAPITAL, INC.
4551 COX ROAD, SUITE 300
GLEN ALLEN, VIRGINIA 23060
(804) 217-5800

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSON
FILING THE STATEMENT)

COPY TO:
ELIZABETH R. HUGHES, ESQUIRE
VENABLE, BAETJER & HOWARD, LLP
2010 CORPORATE RIDGE, SUITE 400
McLEAN, VA 22102
(703) 760-1649

CALCULATION OF FILING FEE

TRANSACTION VALUATION: AMOUNT OF FILING FEE:
*\$25,999,435 **\$5,200

*CALCULATED SOLELY FOR THE PURPOSE OF DETERMINING THE AMOUNT OF FILING FEE,
ASSUMING THE PURCHASE OF 500,000 SHARES OF SERIES A PREFERRED STOCK AT THE
TENDER OFFER PRICE OF \$12.24 PER SHARE, THE PURCHASE OF 730,250 SHARES OF SERIES
B PREFERRED STOCK AT THE TENDER OFFER PRICE OF \$12.50 PER SHARE, AND THE
PURCHASE OF 702,700 SHARES OF SERIES C PREFERRED STOCK AT THE TENDER OFFER PRICE
OF \$15.30 PER SHARE.

**THIS AMOUNT WAS PREVIOUSLY PAID IN CONNECTION WITH THE ORIGINAL FILING OF THIS
SCHEDULE TO ON MAY 7, 2001.

[X] Check box if any part of the fee is offset as provided by Rule
0-11(a)(2) and identify the filing with which the offsetting fee was
previously paid. Identify the previous filing by registration statement
number, or the form or
schedule and the date of its filing.

Amount Previously Paid: \$5,200 Form or Registration No.: 005-41043
Filing Party: Dynex Capital, Inc. Date Filed: May 7, 2001

[] Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- [] third-party tender offer subject to Rule14d-1.
[X] issuer tender offer subject to Rule 13e-4.
[] going-private transaction subject to Rule13e-3.
[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [X]

This Final Amendment to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 7, 2001, and amended by Amendment No. 1 filed on May 9, 2001 and Amendment No. 2 filed on May 25, 2001, relates to the offer by Dynex Capital, Inc. to purchase shares of its Series A preferred stock, Series B preferred stock, and Series C preferred stock all upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 7, 2001, as amended, and the related Letters of Transmittal.

Item 4. Terms of Transaction.

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

"The Offer expired at 5:00 p.m. New York City time, on June 8, 2001. Dynex accepted a total of approximately 202,090 shares of its Series A preferred stock at a purchase price of \$12.24 per share, approximately 363,708 shares of its Series B preferred stock at a purchase price of \$12.50 per share, and approximately 254,803 shares of its Series C preferred stock at a purchase price of \$15.30 per share."

Item 12. Exhibits.

Item 12 is hereby amended and supplemented by adding the following additional Exhibit:

(a) (1) (H) Press Release issued by Dynex Capital, Inc. on June 12, 2001.
SIGNATURE

After due 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.

DYNEX CAPITAL, INC.

By: /s/ Thomas H. Potts

Thomas H. Potts
President

Dated: June 12, 2001
INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
(a) (1) (A)	Offer to Purchase dated May 7, 2001.*
(a) (1) (B) (i)	Series A Preferred Stock Letter of Transmittal.*
(a) (1) (B) (ii)	Series B Preferred Stock Letter of Transmittal.*
(a) (1) (B) (iii)	Series C Preferred Stock Letter of Transmittal.*
(a) (1) (C)	Notice of Guaranteed Delivery.*
(a) (1) (D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees May 7, 2001.*
(a) (1) (E)	Letter to Clients from Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees dated May 7, 2001.*
(a) (1) (F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a) (1) (G)	Press Release (incorporated by reference to Dynex Capital, Inc. Schedule TO filed with the Securities and Exchange Commission on April 30, 2001).*
(a) (1) (H)	Press Release issued by Dynex Capital, Inc. on June 12, 2001.
(a) (2)-(5)	Not applicable.*
(b)	Not applicable.*
(d)	Not applicable.*
(e)	Not applicable.*

(g)

Not Applicable.*

* Previously filed on Schedule TO

PRESS RELEASE

FOR IMMEDIATE RELEASE
June 12, 2001

CONTACT: Kathy Fern
804-217-5800

DYNEX CAPITAL, INC.
ANNOUNCES RESULTS OF CASH TENDER OFFERS FOR
SHARES OF ITS PREFERRED STOCK

Dynex Capital, Inc. (NYSE: DX) announced today the results of its tender offers to purchase for cash shares of its Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock that expired on Friday, June 8, 2001. Based on a preliminary count by the depository, the Company expects to purchase for cash approximately 202,090 shares of its Series A Preferred Stock from shareholders at a price of \$12.24 per share, approximately 363,708 shares of its Series B Preferred Stock from shareholders at a price of \$12.50 per share, and approximately 254,803 shares of its Series C Preferred Stock from its shareholders at a price of \$15.30 per share, all under the terms of the tender offer.

The tender offers commenced on May 7, 2001 and the Company had offered to purchase up to 500,000 of its Series A Preferred Stock, up to 730,250 of its Series B Preferred Stock, and up to 702,700 of its Series C Preferred Stock. Due to the tender offers for each respective series of preferred stock being under-subscribed, the Company will purchase all of the shares validly tendered in the tender offer, without proration. The exact number of shares to be purchased will be determined upon final review of the validity of all tender offer documents received from holders. Payment for shares properly tendered and accepted will be made as soon as practicable.

Based on the number of outstanding shares immediately prior to the commencement of the tender offers, the shares tendered represent approximately 15% of the Series A Preferred Stock outstanding, approximately 19% of the Series B Preferred Stock outstanding, and 14% of the Series C Preferred Stock outstanding.

Dynex Capital, Inc. is a financial services company that elects to be treated as a real estate investment trust (REIT) for federal income tax purposes.

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