

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. 2)

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)

STEPHEN J. BENEDETTI, CHIEF FINANCIAL OFFICER
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
8010 TOWERS CRESCENT DRIVE, SUITE 300
VIENNA, VA 22182
(703) 760-1649

CALCULATION OF FILING FEE

TRANSACTION VALUATION*:	AMOUNT OF FILING FEE**:
\$50,000,000	\$10,000.00

*CALCULATED SOLELY FOR THE PURPOSE OF DETERMINING THE AMOUNT OF THE FILING FEE. THE AMOUNT ASSUMES THE PURCHASE OF THE MAXIMUM AMOUNT UNDER THE TERMS OF THE OFFER OF 492,425 SHARES OF SERIES A PREFERRED STOCK, THE PURCHASE OF 662,944 SHARES OF SERIES B PREFERRED STOCK, AND THE PURCHASE OF 683,703 SHARES OF SERIES C PREFERRED STOCK. IF THE MAXIMUM AMOUNT OF SHARES ARE TENDERED, DYNEX MAY PAY UP TO \$20 MILLION IN CASH AND ISSUE UP TO \$30 MILLION AGGREGATE PRINCIPAL AMOUNT OF SENIOR NOTES TO HOLDERS OF ITS PREFERRED STOCK. BASED ON THE MAXIMUM VALUE OF THE OFFER, THE TRANSACTION VALUE IS EQUAL TO \$50 MILLION. THE AMOUNT OF THE FILING FEE, CALCULATED IN ACCORDANCE WITH RULE 0-11 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EQUALS 1/50TH OF ONE PERCENT OF THE TRANSACTION VALUE.

**PREVIOUSLY PAID.

[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: \$10,000.00 Form or Registration No.: Schedule TO-I
Filing Party: Dynex Capital, Inc. Filed: January 8, 2003

[] 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: []

Introductory Statement

This Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule TO-I filed by Dynex Capital, Inc., a Virginia corporation ("Dynex"), on January 8, 2003, as amended by Amendment No. 1 filed on January 29, 2003, relating to a cash tender offer and offer to exchange up to an aggregate 492,425 shares of its Series A Preferred Stock, up to an aggregate 662,944 shares of its Series B Preferred Stock, and up to an aggregate 683,703 shares of its Series C Preferred Stock (or, in each case, such lesser number of shares as are properly tendered and not properly withdrawn), for cash, 9.50% Senior Notes, due February 28, 2005 (the "Senior Notes"), or a combination of cash and Senior Notes, each subject to the terms and conditions of the Offering Circular, dated January 8, 2003 (as amended from time to time, the "Offer to Exchange").

ITEM 11. ADDITIONAL INFORMATION.

Item 11 is hereby amended and supplemented by adding the following:

On February 12, 2003, Dynex issued a press release relating to the announcement of the preliminary results of the Offer, which expired on February 11, 2003. The press release is attached hereto as Exhibit (a)(1)(H).

ITEM 12. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(A)	Offering Circular dated January 8, 2003.*
(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 dated January 8, 2003.*
(a)(1)(E)	Letter to Clients from Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees dated January 8, 2003.*
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(G)	Press Release dated January 2, 2003 (incorporated by reference to Dynex Capital, Inc.'s Schedule TO, filed with the Securities and Exchange Commission on January 3, 2003).*
(a)(1)(H)	Press Release dated February 12, 2003.
(a)(2)-(5)	Not applicable.
(b)	Not applicable.
(d)(1)	Indenture between Dynex and Wachovia Bank, as Trustee, with respect to the 9.50% Senior Notes due 2005.*
(e)	Not applicable.
(g)	Not applicable.

* Previously filed.

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/ Stephen J. Benedetti

Stephen J. Benedetti
Chief Financial Officer

Dated: February 12, 2003
EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a) (1) (A)	Offering Circular dated January 8, 2003.*
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(a) (1) (H)	Press Release dated February 12, 2003.
(a) (2)-(5)	Not applicable.
(b)	Not applicable.
(d) (1)	Indenture between Dynex and Wachovia Bank, as Trustee, with respect to the 9.50% Senior Notes due 2005.*
(e)	Not applicable.
(g)	Not applicable.

* Previously filed.

PRESS RELEASE

FOR IMMEDIATE RELEASE
February 12, 2003

CONTACT: Kathy Fern
804-217-5800

DYNEX CAPITAL, INC.
ANNOUNCES PRELIMINARY RESULTS OF TENDER OFFER
FOR SHARES OF ITS PREFERRED STOCK

Dynex Capital, Inc. (NYSE: DX) announced today the preliminary results of its cash tender offer and exchange offer of Senior Notes for shares of its Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock ("Offer") that expired on Tuesday, February 11, 2003. Based on a preliminary count by the depository, 615,044 shares of its Series A Preferred Stock were properly tendered and not withdrawn, 1,000,596 shares of its Series B Preferred Stock were properly tendered and not withdrawn, and 847,648 shares of its Series C Preferred Stock were properly tendered and not withdrawn by shareholders. The Offer commenced on January 8, 2003. The Company had offered to exchange for cash and/or Senior Notes up to an aggregate of 502,273 shares of its Series A Preferred Stock, up to an aggregate of 676,202 shares of its Series B Preferred Stock, and up to an aggregate of 697,376 shares of its Series C Preferred Stock. The aggregate number of shares of each series of preferred stock includes the additional amount of shares the Company was allowed to exchange under the Offer. Subject to final confirmation, the shares tendered in the Offer will be accepted and exchanged on a pro rata basis pursuant to the terms of the Offer. The Company will issue the final results of the Offer subsequent to this final confirmation and the prorating of each series of preferred stock.

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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