

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)

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: [X]

Introductory Statement

This Amendment No. 3 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, and as amended by Amendment No. 2 filed on February 13, 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 21, 2003, Dynex issued a press release relating to the announcement of the results of the Offer to Exchange, which expired on February 11, 2003. The press release is attached hereto as Exhibit (a)(1)(I).

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)(1)(I)	Press Release dated February 21, 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 24, 2003
EXHIBIT INDEX

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) (1) (I)	Press Release dated February 21, 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 21, 2003

CONTACT: Kathy Fern
804-217-5800

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

Dynex Capital, Inc. (NYSE: DX) announced today the 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. The Company had offered to purchase for cash up to 202,763 shares of its Series A Preferred Stock, up to 272,977 shares of its Series B Preferred Stock, and up to 281,525 shares of its Series C Preferred Stock, and exchange for Senior Notes up to 289,662 shares of its Series A Preferred Stock, up to 389,967 shares of its Series B Preferred Stock and up to 402,178 shares of its Series C Preferred Stock. At its option, the Company can increase the number of shares subject to the Offer for each Series of Preferred Stock by 2% of the issued and outstanding shares of each such Series.

The Offer has been oversubscribed. In accordance with the terms of the Offer, the Company will accept tendered shares on a pro-rata basis from all tendering shareholders, pursuant to the methodology required by Securities and Exchange Commission rules. Of the 231,639 shares of its Series A Preferred Stock tendered for cash, the Company will purchase 160,659 shares for cash; of the 346,764 shares of its Series B Preferred Stock tendered for cash, the Company will purchase 221,348 shares for cash; and of the 242,435 shares of its Series C Preferred Stock tendered for cash the Company will purchase 195,939 shares for cash. Of the 506,947 shares of its Series A Preferred Stock tendered for Senior Notes, the Company will exchange 309,503 shares for Senior Notes; of the 735,007 shares of its Series B Preferred Stock tendered for Senior Notes, the Company will exchange 417,541 shares for Senior Notes; and of the 637,536 shares of its Series C Preferred Stock tendered for Senior Notes the Company will exchange 429,846 shares for Senior Notes. In cases where the consideration for shares of each Series tendered is not divisible, in the aggregate, by the \$25.00 denomination of the Senior Notes, shareholders will receive cash consideration for the amount in excess of the nearest \$25.00 not to exceed \$24.99. The Company will also purchase for cash 28,281 shares of the 72,613 shares of its Series A Preferred Stock tendered for Senior Notes from shareholders that elected the oversubscription allocation; 51,629 shares of the 138,121 shares of its Series B Preferred Stock tendered for Senior Notes from shareholders that elected the oversubscription allocation; and 72,836 shares of the 223,479 shares of its Series C Preferred Stock tendered for Senior Notes from shareholders that elected the oversubscription allocation. The oversubscription allocation elected by shareholders that tendered for cash will not be applied due to the Senior Notes being fully subscribed.

Payment for the accepted shares for cash and the issuance of the Senior Notes is expected to be made on or about February 28, 2003. All shares tendered under the Offer and not purchased for cash or exchanged for Senior Notes will also be returned on such date.

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.

#