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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

DYNEX CAPITAL, INC.
(Exact Name of Registrant as Specified in Charter)

1-9819
(Commission File Number)

<TABLE>

<S>
Virginia
(State or other jurisdiction of
incorporation or organization)

<C>
52-1549373
(I.R.S. Employer
Identification No.)

4551 Cox Road, Suite 300, Glen Allen, Virginia
(Address of principal executive offices)

23060
(Zip Code)

</TABLE>

(804) 217-5800 (Registrant's
telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

<TABLE>

<S>
Title of each class to be so registered
9.50% Senior Notes due 2007

<C>
Name of each exchange on which each class
is to be registered
New York Stock Exchange

</TABLE>

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:

(If applicable)
Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement relates to the up to \$40,000,000 principal
amount of 9.50% Senior Notes due 2007 (the "Senior Notes"). A description of the
Senior Notes is contained in Schedule TO-I/13e-3 (File No. 005-41043)
(including, attached as exhibits to the Schedule TO-I/13e-3, the Offering
Circular, the Indenture and the Letter of Transmittal) and is incorporated
herein by reference.

Item 2. Exhibits.

Exhibit

Number Description

- 4.1 Indenture between Dynex Capital, Inc. and Wachovia Bank, N.A., as trustee, with respect to the 9.50% Senior Notes due 2007 (incorporated by reference to Exhibit (a)(1)(H) to Dynex Capital Inc.'s Schedule TO-I/13e-3 (File No. 005-41043) filed with the Securities and Exchange Commission on March 29, 2004).
- 4.2 Offering Circular, dated March 29, 2004 describing the terms of the exchange offer pursuant to which the Senior Notes are being issued (incorporated by reference to Exhibit (a)(1)(A) to Dynex Capital Inc.'s Schedule TO-I/13e-3 (File No. 005-41043) filed with the Securities and Exchange Commission on March 29, 2004).
- 4.3 Schedule TO-I/13e-3 (File No. 005-41043) (incorporated by reference and filed with the Securities and Exchange Commission on March 29, 2004.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned hereunto duly authorized.

DYNEX CAPITAL, INC.

Date: April 15, 2004

By: /s/ Stephen J. Benedetti

Stephen J. Benedetti
Executive Vice President and
Chief Financial Officer