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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-A  
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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  
Series D 9.50% Cumulative  
Convertible Preferred Stock

<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 Series D 9.50% Cumulative  
Convertible Preferred Stock (the "Series D Preferred Stock"). A description of  
the Series D Preferred Stock is contained in Appendix A to the Registrant's  
Schedule 14A (File No. 001-9819) filed with the Securities and Exchange  
Commission on March 29, 2004 and is incorporated herein by reference.

Item 2. Exhibits.

Exhibit  
Number Description

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

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Stephen J. Benedetti  
Executive Vice President and  
Chief Financial Officer