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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 13, 2011**

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**DYNEX CAPITAL, INC.**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-9819**  
(Commission  
File Number)

**52-1549373**  
(IRS Employer  
Identification No.)

**4991 Lake Brook Drive, Suite 100**  
**Glen Allen, Virginia**  
(Address of principal executive offices)

**23060-9245**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

Dynex Capital, Inc. (the “Company”) has updated its presentation materials to be used in meetings with shareholders and the investment community. The updated materials that the Company will use during these meetings are attached hereto as Exhibit 99.1 and incorporated herein by reference. The materials will also be accessible online at the Company’s website (www.dynexcapital.com) on the “Investor Relations” page under “News and Market Information.”

The presentation materials attached to this report as Exhibit 99.1 are furnished pursuant to Item 7.01 and shall not be deemed filed in this or any other filing of the Company under the Securities Exchange Act of 1934, as amended, unless expressly incorporated by reference in any such other filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor presentation materials dated December 13, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DYNEX CAPITAL, INC.**

Date: December 13, 2011

By: /s/ Stephen J. Benedetti  
Stephen J. Benedetti  
Executive Vice President, Chief Operating Officer  
and Chief Financial Officer



# Dynex Capital, Inc. Investor Presentation

**December 13, 2011**

[www.dynexcapital.com](http://www.dynexcapital.com)  
(NYSE: DX)

# Safe Harbor Statement



## NOTE:

*This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about projected future investment strategies and leverage ratios, financial performance, the projected impact of NOL carryforwards, future dividends paid to shareholders, and future investment opportunities and capital raising activities. The words “will,” “believe,” “expect,” “forecast,” “anticipate,” “intend,” “estimate,” “assume,” “project,” “plan,” “continue,” and similar expressions also identify forward-looking statements that are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Although these forward-looking statements reflect our current beliefs, assumptions and expectations based on information currently available to us, the Company’s actual results and timing of certain events could differ materially from those projected in or contemplated by these statements. Our forward-looking statements are subject to the following principal risks and uncertainties: our ability to find suitable reinvestment opportunities; changes in economic conditions; changes in interest rates and interest rate spreads, including the repricing of interest-earnings assets and interest-bearing liabilities; our investment portfolio performance particularly as it relates to cash flow, prepayment rates and credit performance; adverse reactions in financial markets related to the budget deficit or national debt of the United States government; potential or actual default by the United States government on Treasury securities; and potential or actual downgrades to the sovereign credit rating of the United States or the credit ratings of GSEs; the cost and availability of financing; the cost and availability of new equity capital; changes in our use of leverage; the quality of performance of third-party service providers of our loans and loans underlying our securities; the level of defaults by borrowers on loans we have securitized; changes in our industry; increased competition; changes in government regulations affecting our business; government initiatives to support the U.S. financial system and U.S. housing and real estate markets; GSE reform or other government policies and actions; and an ownership shift under Section 382 of the Internal Revenue Code that impacts the use of our tax NOL carryforward. For additional information, see the Company’s Annual Report on Form 10-K for the year ended December 31, 2010, the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011, and September 30, 2011 and other reports filed with and furnished to the Securities and Exchange Commission.*

## Company Highlights

- ✓ Internally managed REIT commenced operations in 1988
- ✓ Significant insider ownership and experienced management team
- ✓ Diversified investment strategy in residential and commercial mortgage assets
- ✓ Large NOL carryforward for unique total return opportunity

## Market Highlights *(as of 12/8/11 unless indicated)*

NYSE Stock Ticker	DX
Shares Outstanding	40,382,435
Quarterly Dividend/Dividend Yield	\$0.28/11.95%
Share Price	\$9.12
Price to Book <small>(based on BV per share as of 9/30/2011)</small>	0.99x
Market Capitalization	\$368.28 million

# Third Quarter 2011 Highlights



- Reported diluted earnings per common share of \$0.32 Ex-Items<sup>(1)</sup>
- Reported book value per common share of \$9.15
- Generated a net interest spread of 2.43%
- Declared a dividend of \$0.27 per share, representing a 13.4% yield on an annualized basis<sup>(2)</sup>
- Generated an annualized return on average equity of 13.7% based on EPS Ex-Items<sup>(1)</sup>
- Overall leverage of 6.1x equity capital

(1) EPS Ex-Items, or Dynex's earnings per share excluding certain items, excludes from GAAP earnings per share the impact of litigation settlement and related defense costs of \$8.2 million (or \$0.20 per diluted common share), a loss of \$2.0 million (or \$0.05 per diluted common share) on redemption of non-recourse collateralized financings, and \$1.3 million (or \$0.03 per diluted common share) in net accelerated premium amortization due to an increase in forecasted prepayment speeds during the third quarter of 2011. Reported Diluted EPS was \$0.04.

(2) Based on the September 30, 2011 closing price of \$8.06 per share. See the Company's press release issued November 1, 2011 for further discussion.

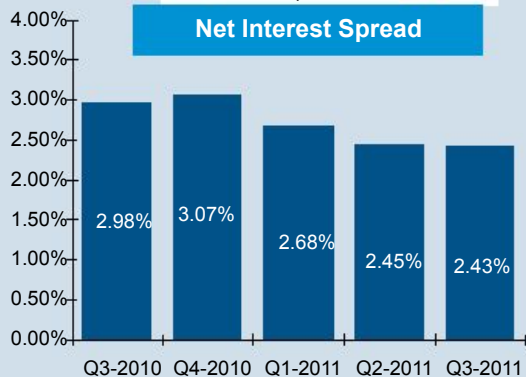
# Summary of Results



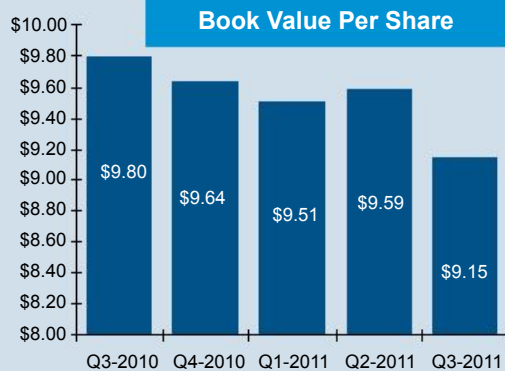
## Dividends and Earnings Per Share\*



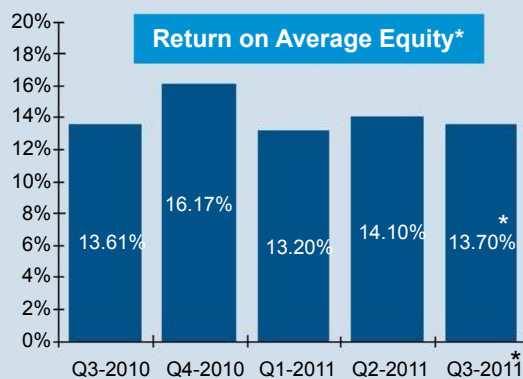
## Net Interest Spread



## Book Value Per Share



## Return on Average Equity\*



\*As presented on this slide, Q3-2011 earnings per share and return on average equity exclude the impact of certain items. Please see slide 4 for additional information.



# Portfolio Review



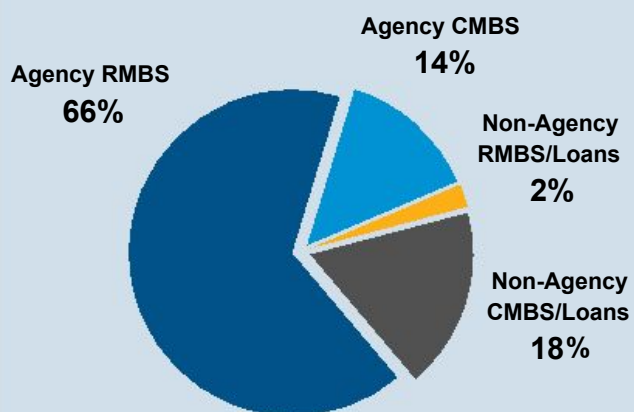
- Our portfolio continues to perform well despite volatile markets.
- Our portfolio is constructed to minimize prepayment risk, credit risk, and extension risk.
- Despite a high average portfolio dollar price, we have built in loan level characteristics that work to offset trends to faster prepayment speeds.
- We have rotated further into securities in the CMBS sector with explicit prepayment protection and higher expected ROEs.
- Most of our CMBS exposure is to GSE multi-family programs, which historically have demonstrated superior credit performance.
- To minimize extension risk we have focused our portfolio on securities that either reset or mature within 10 years. Our average months to maturity or reset is 46 months as of September 30, 2011.

# Portfolio Composition

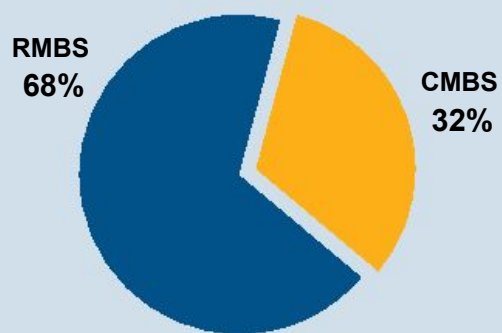
(as of September 30, 2011)



## Agency/Non-Agency Breakdown



## Residential/Commercial Breakdown



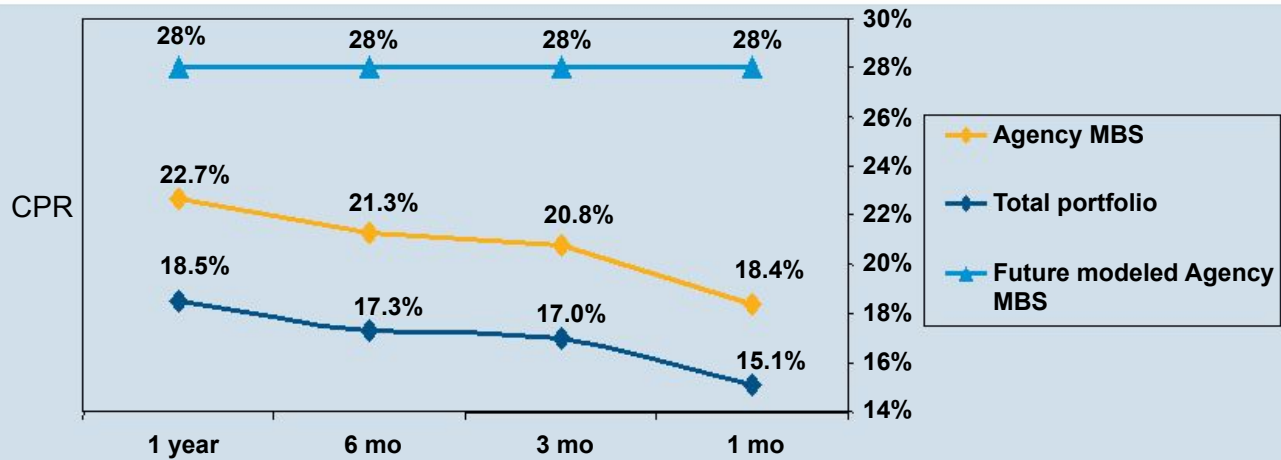
# MBA Refi Index



Source: Bloomberg

# Prepayment Performance

(through September 30, 2011)



- Consistent prepayment performance over the past year with minimum prepayment spikes
- Meticulously selected portfolio to minimize prepayment volatility

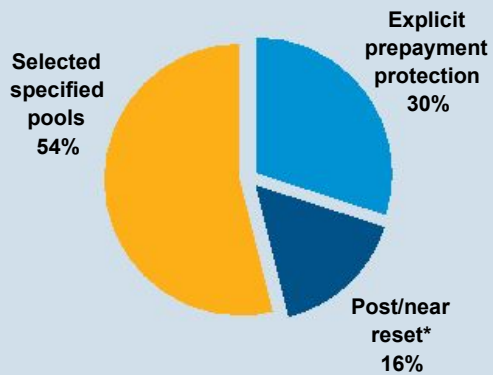
*Table represents historical prepayment performance based on the investment portfolio as it exists at September 30, 2011. "Future modeled Agency MBS" represents the anticipated CPR's for the periods presented and reflects the anticipated impact of HARP 2.0 and overall lower interest rates.*

# Prepayment Exposure

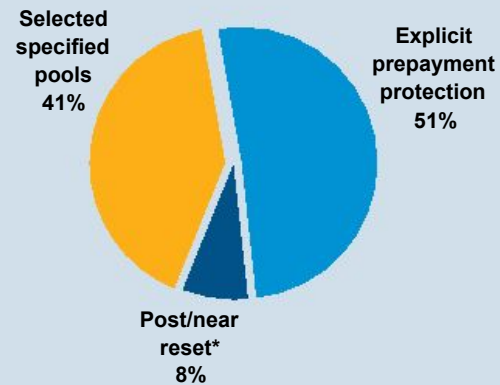
(as of September 30, 2011)



By Market Value



By Dollar Premium



- Significant explicit prepayment protection
- Meticulously selected portfolio to minimize prepayment exposure

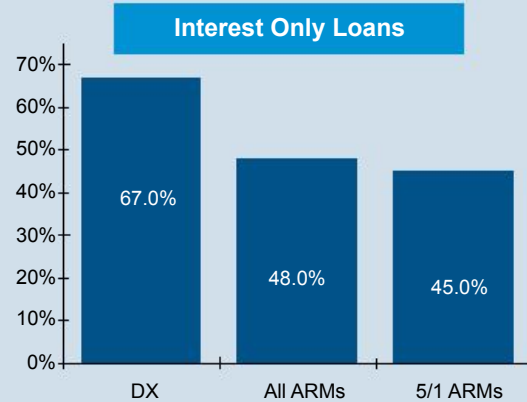
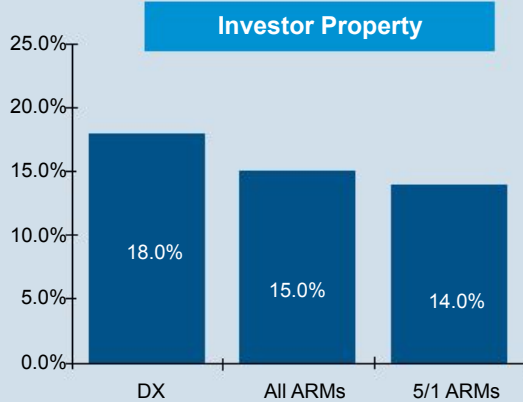
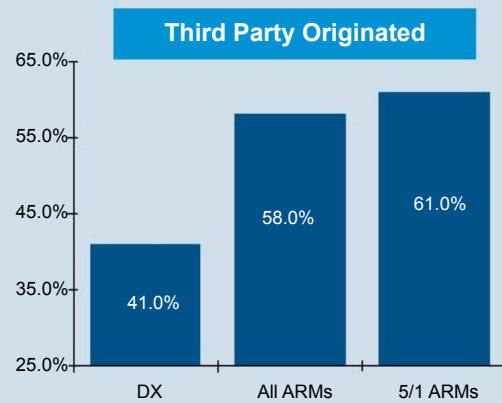
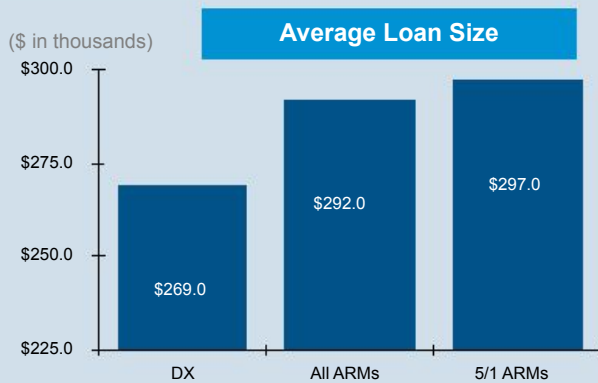
\* Less than 15 MTR

# Key Prepayment Metrics for Selected Specified Pools

(as of September 30, 2011)



(\$ in thousands)

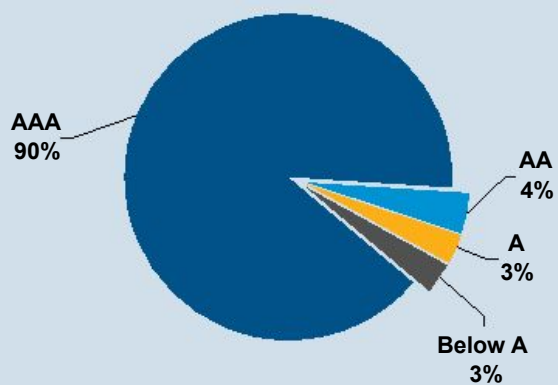


Source for Non-DX Metrics : JP Morgan

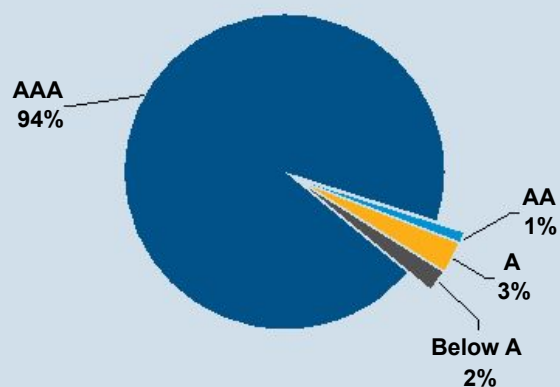
# Portfolio Ratings



As of September 30, 2011



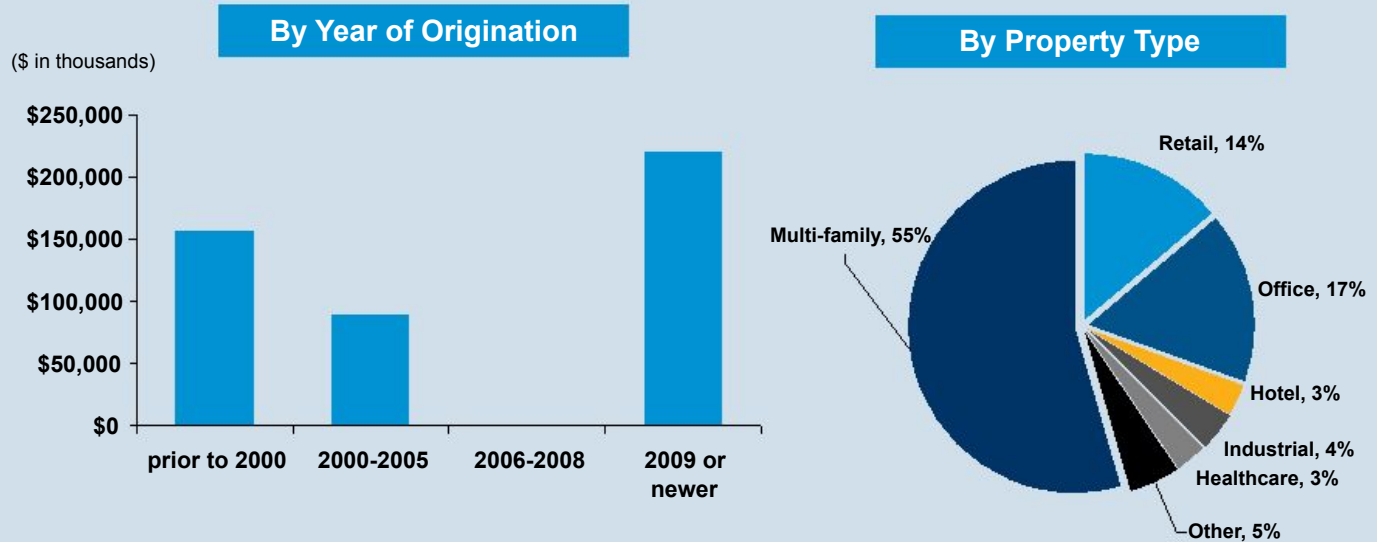
As of June 30, 2011



*\*Agency securities are considered AAA rated as of the dates presented*

# Non-Agency CMBS Vintage Portfolio

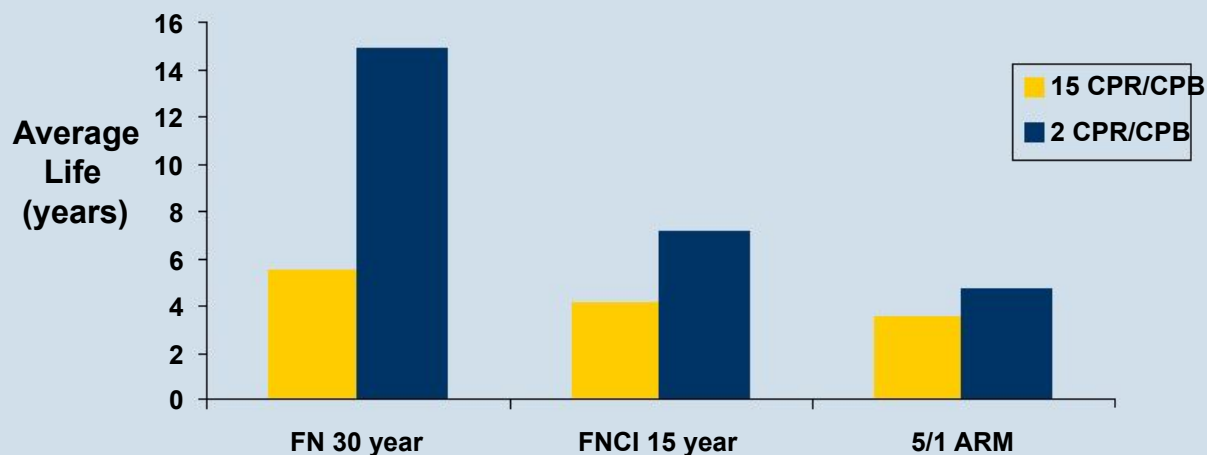
(as of September 30, 2011)





# Extension Risk

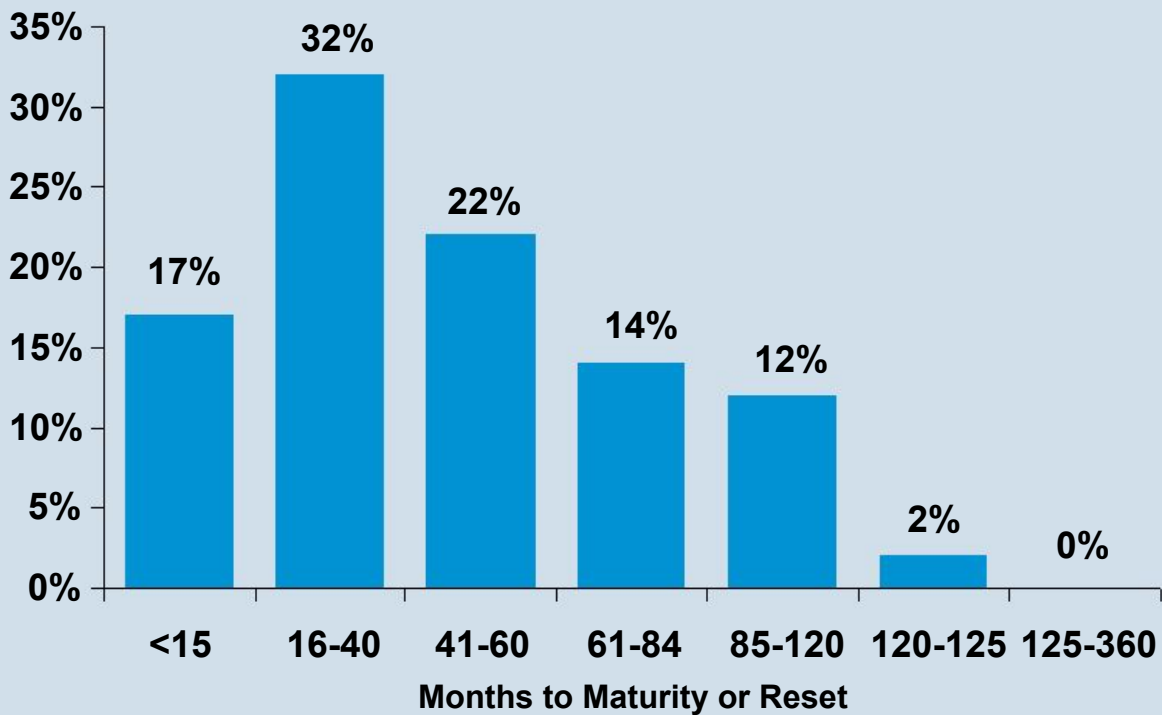
(as of September 30, 2011)



	Price	Coupon	WAC	Speed	Average Life	Average Life Extension
FN 30yr	\$103-10	4.00%	4.43%	15 CPR 2 CPR	5.41 years 14.78 years	~9 years
FNCI 15yr	\$103-10	3.50%	3.80%	15 CPR 2 CPR	4.01 years 6.98 years	~3 years
5/1 ARM	\$103-2	2.75%	3.16%	15 CPB 2 CPB	3.35 years 4.57 years	~1 year

# Portfolio Maturity/Reset Distribution

(as of September 30, 2011)



# Potential Return Profile for Current Focus Investments *(as of October 31, 2011)*



<u>Investment</u>	<u>Range of Prices</u>	<u>Range of yields</u>	<u>Range of net spread to funding</u>	<u>Range of ROEs</u>
<b>Agency RMBS</b>	<b>103-108</b>	<b>2.3%-2.8%</b>	<b>1.8%-2.3%</b>	<b>16%-23%</b>
<b>Agency CMBS</b>	<b>103-111</b>	<b>3.1%-3.5%</b>	<b>1.3%-2.0%</b>	<b>15%-20%</b>
<b>Non-Agency 'A'AAA' RMBS</b>	<b>85-103</b>	<b>3.5%-7.0%</b>	<b>2.6%-4.0%</b>	<b>14%-24%</b>
<b>Non-Agency 'A'-'AAA'CMBS</b>	<b>85-107</b>	<b>4.5%-6.4%</b>	<b>2.2%-4.1%</b>	<b>15%-23%</b>

*The above portfolio is for illustrative purposes only, does not represent actual or expected performance and should not be relied upon for any investment decision. The range of returns on equity is based on certain assumptions, including assumptions relating to asset allocation percentages and spreads where mortgage assets can be acquired versus a current cost of funds to finance acquisitions of those assets. Rates used represent a range of asset yields and funding costs based on data available as of the date referenced above. Any change in the assumed yields, funding costs or assumed leverage could materially alter the company's returns. There can be no assurance that asset yields or funding costs will remain at current levels. For a discussion of risks that may affect our ability to implement strategy and other factors which may affect our potential returns, please see the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010 and our Quarterly Reports on Form 10-Q for the quarters ended June 30, 2011 and September 30, 2011.*

# Portfolio Summary



- Our portfolio has performed well since 2008 and the earnings power today remains relatively intact.
- Prepayment risk is mitigated by superior portfolio construction and HARP 2.0 should have less impact on Hybrid ARMs.
- Credit risk is mitigated by highly-rated securities, superior loan origination years and concentration in multifamily collateral.
- Extension risk is mitigated by the short-duration investment portfolio with 71% of the investments maturing or resetting within five years (as of September 30, 2011).
- There continues to be attractive investment opportunities to deploy capital despite the volatile financial markets.

# Recourse Financing

(as of September 30, 2011)



(\$ in thousands)

	Financing Balance	WAVG Rate
Agency	\$1,768,449	0.30%
Non- Agency	285,237	1.21%
	<b>\$2,053,686</b>	<b>0.43%</b>

Repurchase Agreements		
Original Maturity (Days)	Financing Balance	WAVG Rate
0-30	\$1,177,698	0.45%
30-90	429,177	0.49%
>90	446,811	0.31%
<b>Total</b>	<b>\$2,053,686</b>	

SWAPS		
Maturity (mos.)	Total Notional Balance	WAVG Rate
0-24	\$175,000	1.14%
24-60	\$805,000	1.62%
>60	\$42,000	2.63%
<b>Total</b>	<b>\$1,022,000</b>	<b>1.58%</b>

WAVG Maturity 36 months

# Why Dynex



- ✓ Excellent long term performance record
- ✓ Solid balance sheet positioned to perform through multiple market environments
- ✓ Experienced management with a track record of disciplined capital deployment through multiple economic cycles
- ✓ Alignment of interests with shareholders due to owner-operator structure
- ✓ Complimentary investment opportunities exist with attractive return profiles consistent with our investment philosophy
- ✓ Opportunistic capital raises have increased shareholder value

# APPENDIX

# Management Team



**Experienced team of professionals with a combined 80 years of experience managing mortgage REITs and mortgage portfolios**

• **Thomas B. Akin – Chairman and Chief Executive Officer**

- 33 years of experience in the industry and 8 years at Dynex
- Chairman since 2003 and CEO since 2008
- Managing Member of Talkot Capital, LLC
- 16 years at Merrill Lynch and Salomon Brothers

• **Byron L. Boston – Chief Investment Officer**

- 28 years of experience in the industry with 4 years as CIO at Dynex
- 13 years managing levered multi-product portfolios at Freddie Mac and Sunset Financial Resources
- 11 years trading MBS on Wall Street
- 3 years Senior Corporate Lending Officer at Chemical Bank

• **Stephen J. Benedetti – Chief Financial Officer and Chief Operating Officer**

- 22 years of experience in the industry
- Employed at Dynex for 17 years in various treasury, risk management and financial reporting roles
- Managed Dynex from 2002–2007
- Began career at Deloitte & Touche

• **Portfolio Management Team**

- 5 member team with a collective 65 years of industry experience with broad and deep skill sets in both agency and non-agency investment strategies



# Capital Allocation

(as of September 30, 2011)



(\$ in millions)	Asset Carrying Basis	Associated Financing <sup>(1)</sup> / Liability Carrying Basis	Allocated Shareholders' Equity	Leverage Target	Notes
Agency RMBS	\$1,716.2	(\$1,542.5)	\$173.7	7 – 9x	<ul style="list-style-type: none"> <li>• \$1,337.3 mm in Hybrid Agency ARMs</li> <li>- Weighted average months-to-reset of 40 months</li> <li>• \$358.7 mm in Agency ARMs</li> <li>- Weighted average months-to-reset of 8 months</li> </ul>
Agency CMBS	355.9	(251.3)	104.6	8x	<ul style="list-style-type: none"> <li>• Fixed rate agency CMBS</li> <li>• Voluntary prepayment protected</li> </ul>
Non-Agency RMBS	12.9	(10.0)	2.9	4 – 5x	<ul style="list-style-type: none"> <li>• 3Q 2011 weighted average annualized yield of 6.58%</li> <li>• ~33% “AAA” and “AA” rated</li> </ul>
Non-Agency CMBS	390.7	(322.8)	67.9	3 – 5x	<ul style="list-style-type: none"> <li>• 3Q 2011 weighted average annualized yield of 6.03%</li> <li>• ~74% “AAA” and “AA” rated</li> </ul>
Securitized mortgage loans	118.7	(84.9)	33.8	2 – 3x	<ul style="list-style-type: none"> <li>• Loans pledged to support repayment of securitization bonds issued by the Company</li> <li>• Originated in the 1990's</li> </ul>
Other investments	1.0	–	1.0	–	<ul style="list-style-type: none"> <li>• Unsecuritized single family and commercial mortgage loans</li> </ul>
Derivative Instruments	-	(28.8)	(28.8)	-	<ul style="list-style-type: none"> <li>• Consists of interest rate swaps</li> </ul>
<b>Total</b>	<b>\$2,595.4</b>	<b>(\$2,240.3)</b>	<b>\$355.1</b>	<b>5 – 7x</b>	<b>• 6.1x actual leverage</b>

(1) Associated financing for investments includes repurchase agreements, securitization financing issued to third parties and TALF financing (the latter two of which are presented on the Company's balance sheet as “non-recourse collateralized financing”). Associated financing for hedging instruments represents the fair value of the interest rate swap agreements in a liability position.

# Selected Financial Highlights

(as of and for the quarter ended)



## Financial Highlights:

(\$000 except per share amounts)

	Sept 30, 2011	Jun 30, 2011	Mar 31, 2011	Dec 31, 2010	Sept 30, 2010
Total Investments	\$ 2,595,574	\$ 2,591,097	\$ 2,279,610	\$ 1,614,126	\$ 1,064,546
Total Assets	2,633,686	2,656,703	2,359,816	1,649,584	1,091,835
Total Liabilities	2,264,152	2,269,843	1,976,323	1,357,227	866,361
Total Equity	369,534	386,860	383,493	292,357	225,474
Interest Income	21,143	21,065	17,465	14,281	11,734
Interest Expense	6,583	6,032	4,734	3,385	3,333
Net Interest Income	14,560	15,033	12,731	10,896	8,401
General and Administrative Expenses	2,335	2,255	2,118	2,911	1,971
Net income	\$ 1,532	\$ 13,594	\$ 10,280	\$ 9,646	\$ 7,022
Diluted EPS	\$ 0.04*	\$ 0.34	\$ 0.31	\$ 0.40	\$ 0.33
Dividends declared per common share	0.27	0.27	0.27	0.27	0.25
Book Value per share	9.15	9.59	9.51	9.64	9.80

\* Diluted EPS Ex-Items was \$0.32. EPS Ex-Items, or Dynex's earnings per share excluding certain items, excludes from GAAP earnings per share the impact of litigation settlement and related defense costs of \$8.2 million (or \$0.20 per diluted common share), a loss of \$2.0 million (or \$0.05 per diluted common share) on redemption of non-recourse collateralized financings, and \$1.3 million (or \$0.03 per diluted common share) in net accelerated premium amortization due to an increase in forecasted prepayment speeds during the third quarter of 2011. See the Company's press release issued November 1, 2011 for further discussion.