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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 24, 2012

DYNEX CAPITAL, INC.

(Exact name of registrant as specified in its charter)

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)

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”) will be participating in The MoneyShow conference in San Francisco, California being held August 24 – 26, 2012. The Company’s presentation is scheduled to begin at 1:30 p.m. Pacific time on August 24, 2012. The presentation materials that the Company will use at the conference will include the information attached hereto as Exhibit 99.1 and incorporated herein by reference. The presentation materials will be accessible online at the Company’s website (www.dynexcapiatl.com) on the “Investor Relations” page under “IR Highlights.” The presentation materials will be archived on the Company’s website for 90 days following the event.

The 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

SIGNATURE

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: August 24, 2012

By: /s/ Stephen J. Benedetti

Stephen J. Benedetti

Executive Vice President, Chief Operating Officer and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor presentation materials

DYNEX CAPITAL, INC.

Sound Strategy. Unique Advantages.

2012

The MoneyShow San Francisco

Finding Yield in a
Zero Rate World

August 24, 2012

Safe Harbor Statement

NOTE:

This presentation contains certain statements that are not historical facts and that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this presentation addressing expectations, assumptions, beliefs, projections, future plans, strategies, and events, developments that we expect or anticipate will occur in the future, and future operating results or financial condition are forward-looking statements. Forward-looking statements in this presentation may include, but are not limited to, statements about projected future investment strategies and leverage ratios, future 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. These forward-looking statements reflect our current beliefs, assumptions and expectations based on information currently available to us, and are applicable only as of the date of this presentation. Forward-looking statements are inherently subject to risks, uncertainties, and other factors, some of which cannot be predicted or quantified and any of which could cause the Company's actual results and timing of certain events to differ materially from those projected in or contemplated by these forward-looking statements. Not all of these risks, uncertainties and other factors are known to us. New risks and uncertainties arise over time, and it is not possible to predict those risks or uncertainties or how they may affect us. The projections, assumptions, expectations or beliefs upon which the forward-looking statements are based can also change as a result of these risks and uncertainties or other factors. If such a risk, uncertainty, or other factor materializes in future periods, our business, financial condition, liquidity and results of operations may differ materially from those expressed or implied in our forward-looking statements.

While it is not possible to identify all factors, some of the factors that may cause actual results to differ from historical results or from any results expressed or implied by our forward-looking statements, or that may cause our projections, assumptions, expectations or beliefs to change, include the following: the risks and uncertainties referenced in our Annual Report on Form 10-K for the year ended December 31, 2011 and subsequent filings with the Securities and Exchange Commission, particularly those set forth under the caption “Risk Factors”; 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; 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; regulatory actions, if any, taken in connection with an SEC review of certain sections of the Investment Company Act of 1940; government initiatives to support the U.S. financial system and U.S. housing and real estate markets; financial condition and future operations of the GSEs; GSE reform or other government policies and actions; an ownership shift under Section 382 of the Internal Revenue Code that impacts the use of our tax NOL carry forward; and our continued eligibility for inclusion in Russell Indexes and the materiality of the income taxes which may be due to the Company's ownership of securities that generate excess inclusion income.

Ways Investors Can Find Yield:

MLPs
~ 5%

Annuities
~ 4.5%

S&P 500
Equities
~ 2.1%

Treasury
Bonds
2 Yr ~.29%

MREITS
~ 10%+

*Indicated yields based on publicly available information as of August 22, 2012.
Actual yields may vary substantially from the amounts indicated above*

Our Guiding Principles

Our Mission

Manage a successful public mortgage REIT with a focus on capital preservation and providing risk-adjusted returns reflective of a diversified, leveraged fixed income portfolio.

Our Core Values

- Generate dividends for shareholders
- Manage leverage conservatively
- Remain owner-operators
- Maintain a culture of integrity and employ the highest ethical standards
- Provide a strong risk management culture
- Focus on long-term shareholder value while preserving capital

DX Snapshot

Internally managed REIT commenced operations in 1988

Significant inside ownership and experienced management team

Diversified investment strategy investing in residential and commercial mortgage assets

Large NOL carryforward for unique total return opportunity

Market Highlights: (as of 8/20/12)

	<u>Common</u>	<u>Preferred</u>
<i>NYSE Stock Ticker:</i>	DX	DXPrA
<i>Shares Outstanding:</i>	54,367,218	2,300,000
<i>Dividends</i>	Q2: \$0.29	Annually: \$2.125
<i>Share Price:</i>	\$10.42	\$25.58
	Price to Book: 1.08x	Liquidation Preference: \$25
<i>Market Capitalization:</i>	\$566.5 million	-

Summary of Results

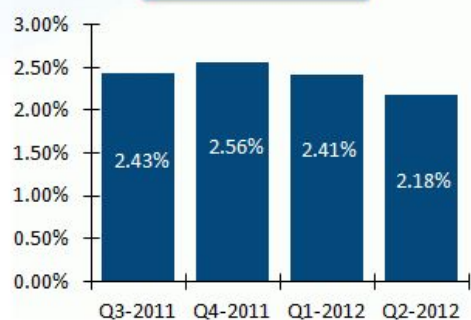
Dividends and Earnings Per Share*



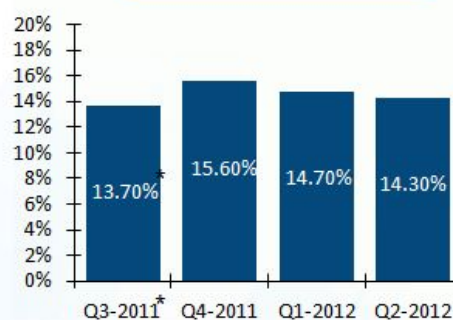
Book Value Per Share



Net Interest Spread



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 (EPS Ex-Items). EPS Ex-Items for Q3-2011 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. For Q3-2011, reported diluted EPS was \$0.04 and reported annualized ROAE was 1.6%.

Book Value Growth Since 2008



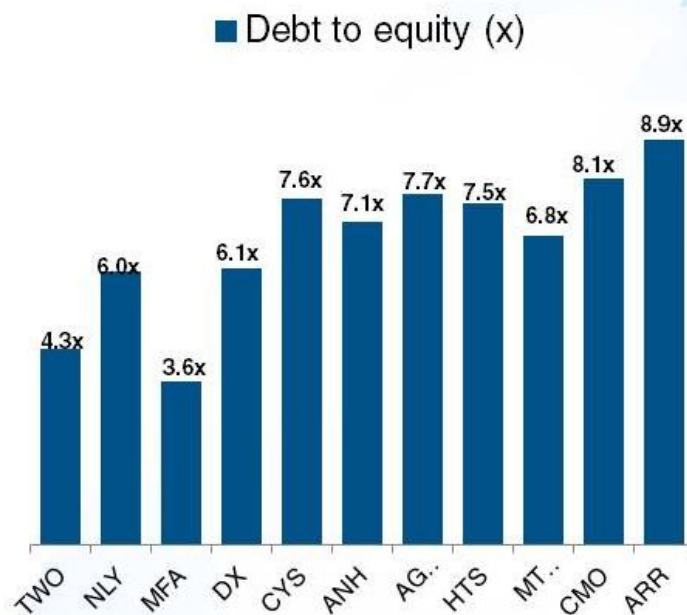
Trading Comparables

Yields



For DX, indicated yield is ROE for 2Q 2012 and for all others, indicated yield is dividend yield as of 8/17/2012

Portfolio Leverage



Source: J.P. Morgan and Company data

Our Portfolio Strategy

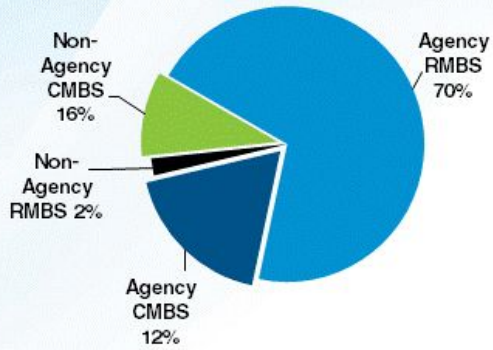
OUR GOAL IS TO LIMIT CREDIT, INTEREST RATE, PREPAYMENT, AND EXTENSION RISK IN OUR INVESTMENT PORTFOLIO BY CONSTRUCTING A PORTFOLIO WITH:

- ***Agency and Non-Agency Securities***
- ***Short Duration Assets***
- ***High Credit Quality***
- ***Prepayment Protection***
- ***Low Leverage***

DX Investment Portfolio

(as of June 30, 2012)

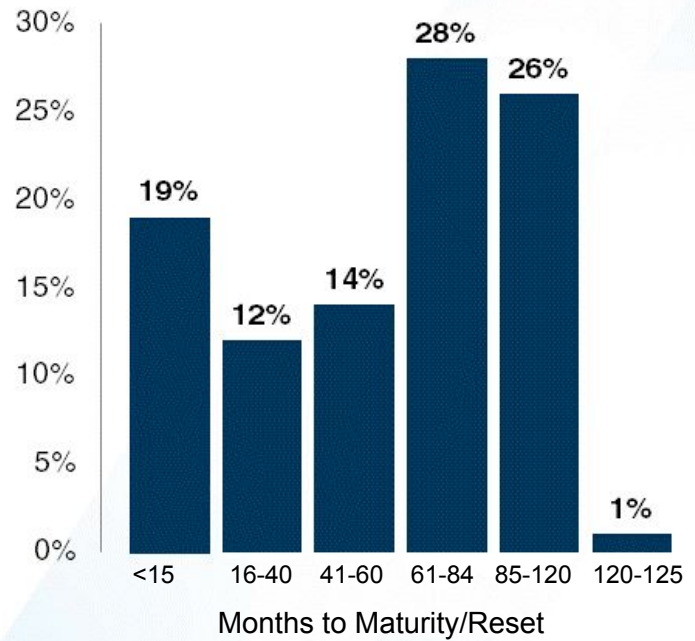
Agency/Non-Agency



Residential/Commercial



Portfolio Expected Maturity/Reset Distribution



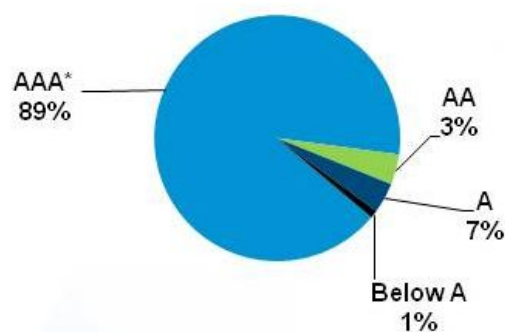
DX Portfolio Detail

(as of June 30, 2012)

Dollar Prepayment Premium Exposure



Credit Quality

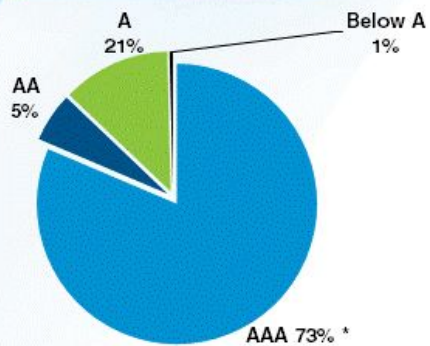


*Agency MBS are considered AAA rated as of the date presented

CMBS Portfolio

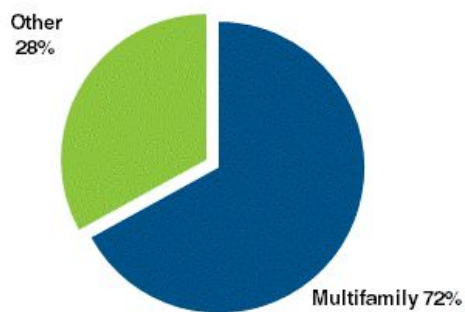
(as of June 30, 2012)

Credit Quality

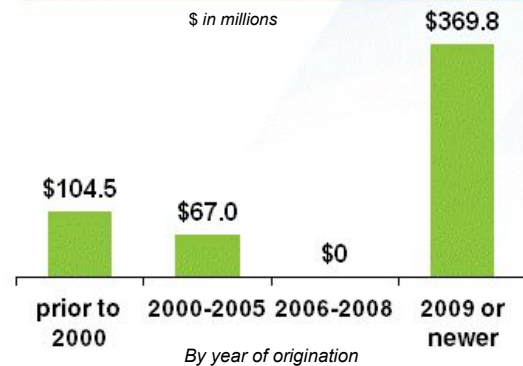


*Agency CMBS are considered AAA-rated as of the date presented

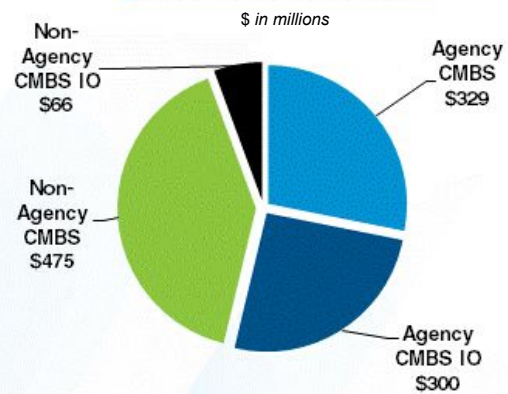
Collateral



Non-Agency Vintage



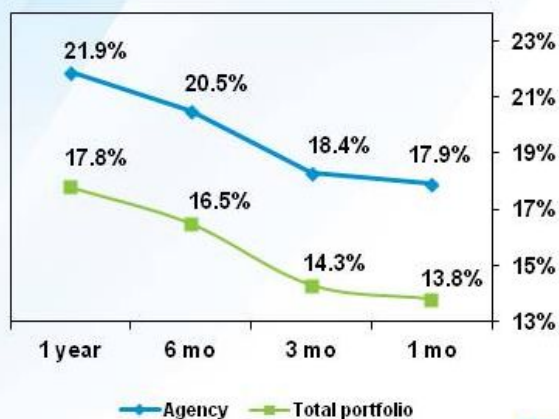
Asset Type



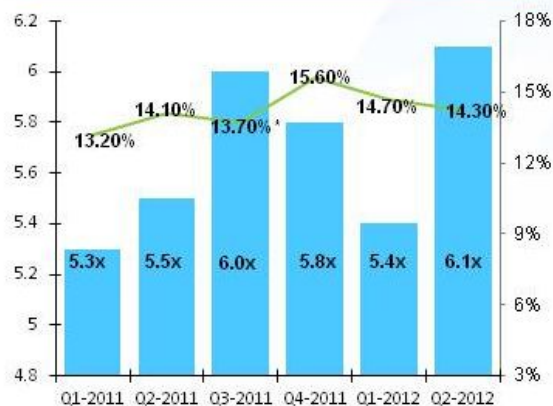
Portfolio Performance

Prepayment Performance

(as of June 30, 2012)



Leverage and ROE



Net Interest Spread

(quarter ended)

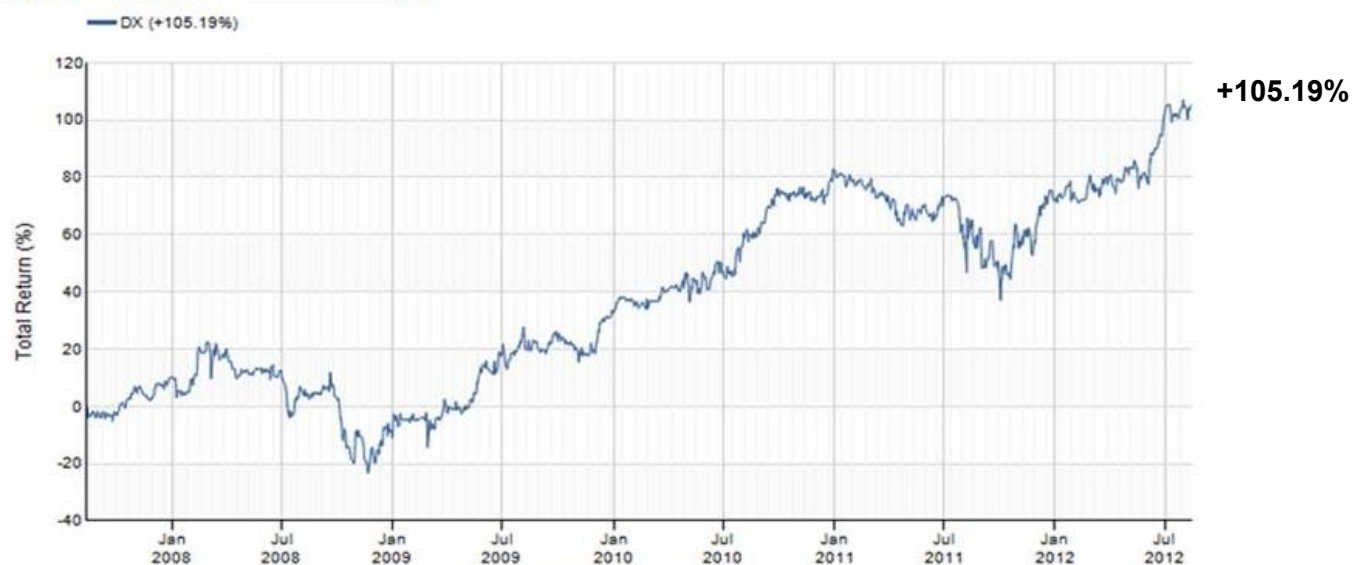
	June 30, 2012			March 31, 2012		
	Agency	Non-Agency	Portfolio	Agency	Non-Agency	Portfolio
Investment Yield	2.75%	6.05%	3.29%	2.98%	6.49%	3.58%
Cost of funds	(0.88%)	(2.55%)	(1.11%)	(0.91%)	(2.52%)	(1.17%)
Net interest spread	1.87%	3.50%	2.18%	2.07%	3.97%	2.41%

*As presented on this slide, Q3-2011 return on average equity is calculated based on a measure that excludes the impact of certain items on earnings per share (EPS Ex-Items). EPS Ex-Items for Q3-2011 was \$0.32 and 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. For Q3-2011, reported diluted EPS was \$0.04 and reported annualized ROAE was 1.6%.

Dynex Value Proposition



Dynex Capital, Inc. - Total Return (%)



APPENDIX

Capital Allocation *(as of June 30, 2012)*

(\$ in millions)	Asset Carrying Basis	Associated Financing ⁽¹⁾ Liability Carrying Basis	Allocated Shareholders' Equity	Leverage Target	Notes
Agency RMBS	\$2,350.4	(\$2,162.5)	\$187.9	8 - 9x	<ul style="list-style-type: none"> • \$1,715.0 in Hybrid Agency ARMs - Weighted average months-to-reset of 65 months • \$552.2 in Agency ARMs - Weighted average months-to-reset of 8 months
Agency CMBS	328.8	(225.0)	103.7	8x	<ul style="list-style-type: none"> • Weighted average months-to-maturity of 102 • Voluntary prepayment protected
Agency CMBS IO	299.9	(243.7)	56.2	3 - 4x	<ul style="list-style-type: none"> • Weighted average months-to-maturity of 100 months
Non-Agency RMBS	18.1	(14.6)	3.5	4 - 5x	<ul style="list-style-type: none"> • 2Q 2012 weighted average annualized yield of 5.60% • ~43% "AAA" and "AA" rated
Non-Agency CMBS	474.9	(389.3)	85.6	3 - 4x	<ul style="list-style-type: none"> • 2Q 2012 weighted average annualized yield of 5.81% • ~47% "AAA" and "AA" rated
Non-Agency CMBS IO	66.0	(51.1)	14.9	3 - 4x	<ul style="list-style-type: none"> • 2Q 2012 weighted average annualized yield of 7.64% • 100% "AAA" and "AA" rated
Securitized mortgage loans	89.2	(57.7)	31.5	3 - 4x	<ul style="list-style-type: none"> • Loans pledged to support repayment of securitization bonds issued by the Company • Originated in the 1990's
Other investments	0.9	0.0	0.9	-	<ul style="list-style-type: none"> • Unsecuritized single family and commercial mortgage loans
Derivative Instruments	0.0	(39.3)	(39.3)	-	<ul style="list-style-type: none"> • Consists of interest rate swaps
Cash and cash equivalents	53.8	0.0	53.8	-	
Other assets/other liabilities	47.3	(20.9)	26.4	-	
Total	\$3,729.2	(\$3,204.1)	\$525.1	6-7x	

⁽¹⁾ At June 30, 2012, associated financing for investments includes repurchase agreements, and securitization financing issued to third parties (the latter 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)

	Jun 30, 2012	Mar 31, 2012	Dec 31, 2011	Sept 30, 2011	Jun 30, 2011
Total Investments	\$ 3,628,163	\$ 3,276,170	\$ 2,500,976	\$ 2,595,574	\$ 2,591,097
Total Assets	3,729,197	3,349,056	2,582,193	2,633,686	2,656,703
Total Liabilities	3,204,124	2,826,159	2,210,844	2,264,152	2,269,843
Total Equity	525,073	522,897	371,349	369,534	386,860
Interest Income	27,125	26,272	23,704	21,143	21,065
Interest Expense	8,117	7,125	6,732	6,583	6,032
Net Interest Income	19,008	19,147	16,972	14,560	15,033
General and Administrative Expenses	3,024	3,121	3,249	2,335	2,255
Net Income	\$ 18,847	\$ 16,476	\$ 14,406	\$ 1,532	\$ 13,594
Diluted EPS	\$ 0.35	\$ 0.33	\$ 0.36	\$ 0.04	\$ 0.34
Dividends Declared per Common Share	0.29	0.28	0.28	0.27	0.27
Book Value per Share	9.66	9.62	9.20	9.15	9.59

* 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.