

ANWORTH MORTGAGE ASSET CORP  
Form 8-K  
December 31, 2007

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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**

December 28, 2007 (December 21, 2007)

Date of Report (Date of earliest event reported)

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**ANWORTH MORTGAGE ASSET CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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<b>Maryland</b>	<b>001-13709</b>	<b>52-2059785</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>1299 Ocean Avenue, 2<sup>nd</sup> Floor, Santa Monica, California 90401</b>		

(Address of Principal Executive Offices) (Zip Code)

**(310) 255-4493**

(Registrant's Telephone Number, Including Area Code)

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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:

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- “ 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 1.01 Entry Into a Material Definitive Agreement**

On December 21, 2007, Anworth Mortgage Asset Corporation (the **Company** ) entered into an amendment (the **Amendment** ) with Deutsche Bank Securities Inc. (the **Representative** ) for itself and as representative of the underwriters named in that certain underwriting agreement (the **Underwriting Agreement** ) dated November 29, 2007 among the Company, the Representative, Friedman, Billings, Ramsey & Co., Inc., JMP Securities LLC and Sterne, Agee & Leach, Inc. (collectively, the **Underwriters** ) relating to the sale of 9,000,000 shares of the Company's common stock, par value \$0.01 per share (the **Common Stock** ). The Amendment amended the Underwriting Agreement to provide that the Company may offer and sell up to \$10,000,000 of Common Stock without the prior written consent of the Representative during the sixty day period from November 29, 2007. A copy of the Amendment is attached as an exhibit hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

(d) Exhibits.

<b>Exhibit #</b>	<b>Description</b>
1.1	Amendment to Underwriting Agreement, dated December 21, 2007, between the Company and the Representative for itself and on behalf of the Underwriters

**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.

ANWORTH MORTGAGE ASSET CORPORATION

Date: December 28, 2007

By: /s/ Joseph Lloyd McAdams  
Chief Executive Officer

**EXHIBIT INDEX**

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