

DYNEX CAPITAL INC  
Form 8-K  
March 02, 2017

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): February 28, 2017

DYNEX CAPITAL, INC.  
(Exact name of registrant as specified in its charter)

|   |                                |                                      |
|---|--------------------------------|--------------------------------------|
| Virginia  | 1-9819                         | 52-1549373                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File<br>Number) | (IRS Employer<br>Identification No.) |

4991 Lake Brook Drive, Suite  
100  
Glen Allen, Virginia 23060-9245  
(Address of principal executive offices) (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))



Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 28, 2017, and in connection with the previously disclosed decision of one director to not stand for re-election to the Company's Board of Directors, the Company's Amended and Restated Bylaws were amended to decrease the size of the Company's Board of Directors from seven members to six members, subject to automatic increase as otherwise provided in the Company's Articles of Incorporation. The text of this amendment to the Company's Amended and Restated Bylaws is attached hereto as Exhibit 3.2.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.2.1 Amendment to Amended and Restated Bylaws of the Company, effective as of February 28, 2017

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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: March 2, 2017 By: /s/ Stephen J. Benedetti

Stephen J. Benedetti

Executive Vice President, Chief Financial Officer and Chief Operating Officer

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Exhibit Index

Exhibit No. Description

3.2.1 Amendment to Amended and Restated Bylaws of the Company, effective as of February 28, 2017