



**(772) 617-4340**

(Registrant's Telephone Number, Including Area Code)

**n/a**

(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 (see General Instruction A.2. below):

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 (17CFR 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 February 3, 2012, ARMOUR Residential REIT, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as the representatives of the several underwriters named in Schedule I to the Underwriting Agreement (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters 26,000,000 shares of the Company's common stock, par value \$0.001 per share (the Firm Shares). The Underwriting Agreement granted the Underwriters an option (the Option) to purchase an additional 3,900,000 shares (the Option Shares, and together with the Firm Shares, the Shares) during the 30-day period following the execution of the Underwriting Agreement and the Underwriters exercised the Option in full on February 3, 2012.

The Underwriters agreed to purchase the Firm Shares from the Company with the option to purchase the Option Shares, pursuant to the Underwriting Agreement, at a price of \$6.80 per share. The Shares were offered and sold under a prospectus supplement and accompanying prospectus filed with the Securities and Exchange Commission pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-173682) (the Registration Statement). The offering of the Shares closed on February 8, 2012. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1 and incorporated by reference herein.

The material terms of the Securities are described in the Company's prospectus supplement, dated February 3, 2012 and filed with the Commission on February 7, 2012 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Shares and supplements the Company's prospectus contained in the Registration Statement, which was declared effective by the Commission on May 4, 2011.

**Item 8.01.**

**Other Items.**

On February 2, 2012, the Company announced the commencement of the offering. A copy of the Company's press release relating to the commencement of the offering, dated February 2, 2012, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On February 3, 2012, the Company announced the pricing of the offering. A copy of the Company's press release relating to the pricing, dated February 3, 2012, is attached hereto as Exhibit 99.2 and incorporated herein by reference.

On February 8, 2012, the Company completed its offering of 29,900,000 Shares at a price of \$6.80 per Share for total net proceeds of approximately \$203,170,000, after deduction of estimated offering expenses of \$150,000.

**Item 9.01.**

**Financial Statements and Exhibits.**

The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

(c) Exhibits

| <b><u>Exhibit</u></b><br><b><u>No.</u></b> | <b><u>Description</u></b>                           |
|--|---|
| 1.1  | Underwriting Agreement                              |
| 5.1  | Opinion of Akerman Senterfitt                       |
| 8.1  | Tax Opinion of Akerman Senterfitt                   |
| 23.1                                       | Consent of Akerman Senterfitt (included in Ex. 5.1) |
| 23.2                                       | Consent of Akerman Senterfitt (included in Ex. 8.1) |
| 99.1                                       | Press Release, dated February 2, 2012               |
| 99.2                                       | Press Release, dated February 3, 2012               |

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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.

Dated: February 8, 2012

**ARMOUR RESIDENTIAL REIT, INC.**

By: /s/ Jeffrey J. Zimmer

Name: Jeffrey J. Zimmer

Title: Co-Chief Executive Officer, President, Co-Vice Chairman and  
Chief Financial Officer

**Exhibit Index**

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