

ANNALY CAPITAL MANAGEMENT INC  
Form DEFA14A  
May 16, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ [X]  
Filed by a party other than the Registrant ☐ [ ]  
Check the appropriate box:  
☐ [ ] Preliminary Proxy Statement  
☐ [ ] Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))  
☐ [ ] Definitive Proxy Statement  
☒ [X] Definitive Additional Materials  
☐ [ ] Soliciting Material under Rule 14a-12

Annaly Capital Management, Inc.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- |     |   |
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| (1) | Title of each class of securities to which transaction applies:   |
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| (2) | Aggregate number of securities to which transaction applies:  |
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| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
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☐ [ ] Fee paid previously with preliminary materials.

☐ [ ]

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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| (1) | Amount Previously Paid:                       |
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| (3) | Filing Party:                                 |
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SUPPLEMENT TO THE  
PROXY STATEMENT DATED APRIL 8, 2012 FOR THE  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 24, 2012

Dear Stockholder,

The information contained in this Supplement (the “Supplement”) amends, supplements and, to the extent inconsistent, supersedes the corresponding information in the Proxy Statement dated April 8, 2012 (the “Proxy Statement”) previously sent to stockholders of Annaly Capital Management, Inc. (“we” or the “Company”), in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Company’s 2012 Annual Meeting of Stockholders (the “2012 Annual Meeting”) to be held on Thursday, May 24, 2012, and any adjournment or postponement thereof. This Supplement should be read in conjunction with the Proxy Statement. The date of this Supplement is May 16, 2012.

Appointment of Innisfree M&A Incorporated as Proxy Solicitation Agent

We have retained Innisfree M&A Incorporated, a proxy solicitation firm, to assist us in the solicitation of proxies connection with the 2012 Annual Meeting. We will pay Innisfree a fee of \$10,000 for its services. In addition, we may pay Innisfree additional fees depending on the extent of additional services requested by us and will reimburse Innisfree for expenses Innisfree incurs in connection with its engagement by us. Other than the fees paid to Innisfree, we will pay the cost of soliciting proxies.