

DYNEX CAPITAL INC  
Form 8-A12B  
April 15, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-A

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DYNEX CAPITAL, INC.  
(Exact Name of Registrant as Specified in Charter)

1-9819  
(Commission File Number)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

52-1549373  
(I.R.S. Employ  
Identification N

4551 Cox Road, Suite 300, Glen Allen, Virginia  
(Address of principal executive offices)

23060  
(Zip Code)

(804) 217-5800 (Registrant's  
telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered  
9.50% Senior Notes due 2007

Name of each exchange on which ea  
is to be registere  
New York Stock Excha

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class securities pursuant to

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Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates:

\_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

\_\_\_\_\_  
(Title of class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement relates to the up to \$40,000,000 principal amount of 9.50% Senior Notes due 2007 (the "Senior Notes"). A description of the Senior Notes is contained in Schedule TO-I/13e-3 (File No. 005-41043) (including, attached as exhibits to the Schedule TO-I/13e-3, the Offering Circular, the Indenture and the Letter of Transmittal) and is incorporated herein by reference.

Item 2. Exhibits.

Exhibit

Number Description

- 4.1 Indenture between Dynex Capital, Inc. and Wachovia Bank, N.A., as trustee, with respect to the 9.50% Senior Notes due 2007 (incorporated by reference to Exhibit (a)(1)(H) to Dynex Capital Inc.'s Schedule TO-I/13e-3 (File No. 005-41043) filed with the Securities and Exchange Commission on March 29, 2004).
- 4.2 Offering Circular, dated March 29, 2004 describing the terms of the exchange offer pursuant to which the Senior Notes are being issued (incorporated by reference to Exhibit (a)(1)(A) to Dynex Capital Inc.'s Schedule TO-I/13e-3 (File No. 005-41043) filed with the Securities and Exchange Commission on March 29, 2004).
- 4.3 Schedule TO-I/13e-3 (File No. 005-41043) (incorporated by reference and filed with the Securities and Exchange Commission on March 29, 2004.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned hereunto duly authorized.

DYNEX CAPITAL, INC.

Date: April 15, 2004

By: /s/ Stephen J. Benedetti

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Stephen J. Benedetti  
Executive Vice President and

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Chief Financial Officer