

MFA FINANCIAL, INC.  
Form 8-K  
March 15, 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): **March 15, 2017**

**MFA FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation  
or organization)

**1-13991**  
(Commission File Number)

**13-3974868**  
(IRS Employer  
Identification No.)

**350 Park Avenue, 20th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 207-6400**

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**

The information set forth in this Form 8-K updates the information contained in the Form 8-K reports filed by MFA Financial, Inc. (the Company) on December 22, 2016 and February 28, 2017.

On March 15, 2017, the Company sent a notice (the March 15th Notice) to participants in the MFA Financial, Inc. 401(k) Savings Plan (the Plan) notifying them that the blackout period, during which they had been unable to direct or diversify the investments in their Plan accounts (including shares of the Company's common stock or other Company securities) or obtain a loan or distribution from the Plan (the Blackout Period) while the Plan was being transitioned to a new record keeper, had ended as of such date.

On March 15, 2017, the Company sent a notice regarding the end of the Blackout Period (the Updated D&O Blackout Period Notice) to the members of its board of directors and executive officers. The Updated D&O Blackout Period Notice informed such persons that, subject to other blackout periods that may be imposed under Company policy or otherwise by the Company from time to time, they were no longer prohibited from purchasing or selling shares of the Company's common stock (including derivative securities pertaining to such shares) that they had acquired in connection with their service or employment as a director or executive officer of the Company.

A copy of the Updated D&O Blackout Period Notice is attached as Exhibit 99.1 and is incorporated by reference. Security holders or other interested persons may obtain, without charge, information about the beginning and ending dates of the Blackout Period and other information regarding the Blackout Period for a period of two years after the end date of the Blackout Period by contacting the Investor Relations department of the Company by telephone at 212-207-6488, or in writing, at 350 Park Avenue, 20th Floor, New York, New York 10022.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Notice, dated March 15, 2017, to Directors and Executive Officers of MFA Financial, Inc., regarding end of Blackout Period.

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.

MFA FINANCIAL, INC.  
(REGISTRANT)

By:

/s/ Harold E. Schwartz  
Name: Harold E. Schwartz  
Title: Senior Vice President and  
General Counsel

Date: March 15, 2017

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                          |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Notice, dated March 15, 2017, to Directors and Executive Officers of MFA Financial, Inc., regarding end of Blackout Period. |