

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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):

May 24, 2011

MFA FINANCIAL, INC.

(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other Jurisdiction
of Incorporation)

1-13991

(Commission
File No.)

13-3974868

(IRS Employer
Identification No.)

350 Park Avenue, 21st Floor, New York, New York 10022

(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code:

(212) 207-6400

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))
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ITEM 3.03 Material Modification to Rights of Security Holders.

As reported under Item 5.07 below, at the MFA Financial, Inc. (“MFA”) 2011 Annual Meeting of Stockholders (the “Annual Meeting”), the stockholders of MFA approved an amendment to MFA’s charter to increase the number of authorized shares of capital stock, par value \$0.01 per share, from 500,000,000 shares to 1,000,000,000 shares, consisting of 895,000,000 shares of common stock, 5,000,000 shares of 8.50% Series A Cumulative Redeemable Preferred Stock and 100,000,000 shares of excess stock (the “Charter Amendment”). The Charter Amendment became effective upon the filing by MFA of Articles of Amendment with the State Department of Assessments and Taxation of Maryland on May 24, 2011. A copy of the Charter Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2011, MFA held the Annual Meeting in New York, New York for the purpose of: (i) electing two Class I directors to serve on the board of directors (the “Board”) until the 2014 Annual Meeting of Stockholders and until their successors are duly elected and qualify; (ii) approving the Charter Amendment; (iii) approving, by advisory (non-binding) vote, MFA’s executive compensation; (iv) recommending, by advisory (non-binding) vote, the frequency of future votes on MFA’s executive compensation; and (v) ratifying the appointment of Ernst & Young LLP as MFA’s independent registered public accounting firm for the fiscal year ending December 31, 2011.

The final voting results for each of the proposals submitted to a vote of stockholders at the Annual Meeting are set forth below.

Proposal 1. The two nominees for election to the Board were elected to serve on the Board until the 2014 Annual Meeting of Stockholders and until their successors are duly elected and qualify, based on the following votes:

Name of Class I Nominees	For	Withheld	Broker Non-Votes
Stephen R. Blank	<u>241,963,108</u>	<u>16,285,667</u>	<u>58,606,441</u>
William S. Gorin	<u>241,116,847</u>	<u>17,131,928</u>	<u>58,606,441</u>

Proposal 2. The Charter Amendment proposal was approved, based on the following votes:

For	Against	Abstentions	Broker Non-Votes
<u>229,045,715</u>	<u>24,606,138</u>	<u>4,596,922</u>	<u>58,606,441</u>

Proposal 3. The proposal to approve, on an advisory (non-binding) basis, MFA’s executive compensation was approved, based on the following votes:

For	Against	Abstentions	Broker Non-Votes
<u>240,379,906</u>	<u>13,025,252</u>	<u>4,843,617</u>	<u>58,606,441</u>

Proposal 4. The advisory (non-binding) recommendation of the frequency of future votes on MFA's executive compensation received the following votes:

3 years	2 years	1 year	Abstentions	Broker Non-Votes
<u>73,760,183</u>	<u>14,138,971</u>	<u>165,518,191</u>	<u>4,831,430</u>	<u>58,606,441</u>

Based upon the voting results set forth above under Proposal 4, the Board has determined, based on the recommendation of its Compensation Committee, that future advisory (non-binding) votes on MFA's executive compensation will be submitted to stockholders on an annual basis.

Proposal 5. The ratification of the appointment of Ernst & Young LLP as MFA's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved, based on the following votes:

For	Against	Abstentions
<u>310,886,678</u>	<u>1,199,557</u>	<u>4,768,981</u>

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Articles of Amendment.

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.

MFA FINANCIAL, INC.

By: /s/ Timothy W. Korth

Timothy W. Korth

General Counsel and Senior Vice President

Date: May 26, 2011

MFA FINANCIAL, INC.**ARTICLES OF AMENDMENT**

MFA Financial, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") is hereby amended by deleting therefrom in its entirety the first sentence from Article SIXTH(a) and inserting in lieu thereof the following two new sentences to read as follows:

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is one billion (1,000,000,000) shares of capital stock, par value \$0.01 per share, amounting in the aggregate par value of ten million dollars (\$10,000,000). Of these shares of capital stock, 895,000,000 shares are classified as "Common Stock," 5,000,000 shares are classified as "8.50% Series A Cumulative Redeemable Preferred Stock," and 100,000,000 shares are classified as "Excess Stock."

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 500,000,000 shares of capital stock, \$0.01 par value per share, consisting of 445,000,000 shares of Common Stock, 5,000,000 shares of 8.50% Series A Cumulative Redeemable Preferred Stock and 50,000,000 shares of Excess Stock. The aggregate par value of all authorized shares of stock having par value was \$5,000,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 1,000,000,000 shares of capital stock, \$0.01 par value per share, consisting of 895,000,000 shares of Common Stock, 5,000,000 shares of 8.50% Series A Cumulative Redeemable Preferred Stock, and 100,000,000 shares of Excess Stock. The aggregate par value of all authorized shares of stock having par value is \$10,000,000.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law is not changed by the foregoing amendment of the Charter.

FIFTH: The amendment to the Charter as set forth above has been duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its President and attested by its General Counsel, Senior Vice President and Corporate Secretary on this 24th day of May 2011.

ATTEST:

MFA FINANCIAL, INC.

/s/ Timothy W. Korth

Timothy W. Korth
General Counsel, Senior Vice President and Corporate
Secretary

By: /s/ William S. Gorin (SEAL)

William S. Gorin
President
