



## American Capital Agency Announces Pricing of Public Offering of Common Stock

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BETHESDA, Md., March 7, 2012 /PRNewswire/ -- American Capital Agency Corp. (Nasdaq: AGNC) ("AGNC" or the "Company") announced today that it priced a public offering of 62,000,000 shares of common stock for total estimated gross proceeds of approximately \$1.8 billion.

In connection with the offering, the Company has granted the underwriters an option for 30 days to purchase up to an additional 9,150,000 shares of common stock to cover overallocments, if any. The offering is subject to customary closing conditions and is expected to close on March 13, 2012.

AGNC expects to use the net proceeds from this offering to acquire additional agency securities as market conditions warrant and for general corporate purposes.

BofA Merrill Lynch, Citigroup, Goldman, Sachs & Co., J.P. Morgan Securities LLC and UBS Securities LLC are joint book-running managers for the offering. Barclays Capital and Nomura Securities International, Inc. are co-lead managers for the offering.

The offering will be made pursuant to AGNC's existing effective shelf registration statement, previously filed with the Securities and Exchange Commission. The offering of these securities will be made only by means of a prospectus and a related prospectus supplement, when available. Copies of the prospectus and prospectus supplement may be obtained from BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, Attn: Prospectus Department or email [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); Citigroup, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, New York 11220, telephone: 1-800-831-9146; Goldman, Sachs & Co., 200 West Street, New York, NY 10282, Attn: Prospectus Department, telephone: 1-866-471-2526, facsimile: 212-902-9316, email: [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com); J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Ave, Edgewood, NY 11717, telephone: 1-866-803-9204; UBS Securities LLC, 299 Park Avenue, New York, NY 10171, Attn: Prospectus Department, or by calling UBS Securities LLC at 1-888-827-7275.

This press release does not constitute an offer to sell or the solicitation of an offer to buy shares of common stock, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

### ABOUT AMERICAN CAPITAL AGENCY CORP.

American Capital Agency Corp. is a real estate investment trust ("REIT") that invests in agency pass-through securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a U.S. Government agency or a U.S. Government-sponsored entity. The Company is externally managed and advised by American Capital AGNC Management, LLC, an affiliate of American Capital, Ltd.

### ABOUT AMERICAN CAPITAL

American Capital is a publicly traded private equity firm and global asset manager. American Capital, both directly and through its asset management business, originates, underwrites and manages investments in middle market private equity, leveraged finance, real estate and structured products. Founded in 1986, American Capital has \$68 billion in assets under management and seven offices in the U.S. and Europe. American Capital and European Capital will consider investment opportunities from \$10 million to \$300 million.

### FORWARD-LOOKING STATEMENTS

*This press release contains statements that constitute "forward-looking statements," including with regard to the Company's securities offering and the anticipated use of the net proceeds. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. No assurance can be given that the securities offering discussed above will be completed on the terms described, or at all, or that the net proceeds of the offering will be used as indicated. Completion of the securities offering on the terms described, and the application of net proceeds, are subject to numerous conditions, many of which are beyond the control of the Company, including, without limitation, changes in interest rates; changes in the yield curve; changes in prepayment rates; the availability and terms of financing; changes in the market value of our assets; general economic conditions; market conditions; conditions in the market for agency securities; legislative and regulatory changes that could adversely affect the business of the Company; and other factors, including those set forth in the Risk Factors section of the Company's periodic reports and other documents filed with the Securities and Exchange Commission ("SEC"). Copies are available on the SEC's website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release.*

### CONTACT:

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SOURCE American Capital Agency Corp.