



American Capital Agency Corp. Announces Pricing of Public Offering of Common Stock

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BETHESDA, Md., Feb. 28, 2013 /PRNewswire/ -- American Capital Agency Corp. (Nasdaq: AGNC) ("AGNC" or the "Company") announced today that it priced a public offering of 50,000,000 shares of common stock for total expected gross proceeds of approximately \$1.58 billion before expenses.

In connection with the offering, the Company has granted the underwriters an option for 30 days to purchase up to an additional 7,500,000 shares of common stock. The offering is subject to customary closing conditions and is expected to close on March 5, 2013.

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, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC are joint book-running managers for the offering. Mitsubishi UFJ Securities and Nomura are co-lead managers for the offering.

The offering will be made pursuant to AGNC's existing effective registration statement, previously filed with the Securities and Exchange Commission. The offering of these securities will be made only by means of a prospectus. Copies of the prospectus may be obtained from BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department or email dg.prospectus_requests@haml.com; Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (800) 831-9146; Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, NY 10010, telephone: (800) 221-1037, email: newyork.prospectus@credit-suisse.com; 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; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Ave, Edgewood, NY 11717, telephone: 1-866-803-9204 or Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, Second Floor, New York, New York 10014, telephone: (866) 718-1649 or email a request to prospectus@morganstanley.com. The underwriters may offer the shares in transactions on the Nasdaq, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices.

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 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. ("American Capital").

ABOUT AMERICAN CAPITAL

American Capital, Ltd. (Nasdaq: ACAS) 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. American Capital manages \$18.6 billion of assets, including assets on its balance sheet and fee earning assets under management by affiliated managers, with \$117 billion of total assets under management (including levered assets). American Capital, through a wholly-owned portfolio company, manages publicly traded American Capital Agency Corp. (NASDAQ: AGNC) with approximately a \$10 billion market capitalization and American Capital Mortgage Investment Corp. (NASDAQ: MTGE) with approximately a \$1.5 billion market capitalization. From its eight offices in the U.S. and Europe, American Capital and its affiliate, European Capital, will consider investment opportunities from \$10 million to \$750 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. 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.