



## American Capital Agency Corp. Announces Pricing of Depositary Share Offering

May 5, 2014

BETHESDA, Md., May 5, 2014 /PRNewswire/ -- American Capital Agency Corp. (NASDAQ: AGNC) ("AGNC" or the "Company") announced today that it has priced a public offering of 7 million depositary shares with a liquidation preference of \$25.00 per share (the "Depositary Shares"), for estimated gross proceeds of \$175 million. Each Depositary Share represents a 1/1,000<sup>th</sup> interest in a share of the Company's 7.750% Series B Cumulative Redeemable Preferred Stock. The offering is subject to customary closing conditions and is expected to close on or about May 8, 2014.

In connection with the offering, the Company has granted the underwriters an option for 30 days to purchase up to an additional 1,050,000 Depositary Shares to cover overallotments, if any.

AGNC expects to use the net proceeds from this offering, in conjunction with borrowings under its master repurchase agreements, to acquire additional agency securities as market conditions warrant and for general corporate purposes.

Morgan Stanley & Co. LLC and UBS Securities LLC are joint book-running managers for the offering. Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and RBC Capital Markets, LLC are joint lead managers. Barclays Capital Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Maxim Group LLC, Sterne, Agee & Leach, Inc. and Wunderlich Securities, Inc. are co-managers for the offering.

The offering is being 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 preliminary prospectus supplement, when available. Copies of the prospectus, when available, may be obtained from Morgan Stanley & Co. LLC Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, telephone: (866) 718-1649, email: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com); or UBS Securities LLC, 299 Park Avenue, New York, NY 10171, Attn: Prospectus Department, telephone: 1-877-827-6444, ext. 561 3884.

This press release does not constitute an offer to sell or the solicitation of an offer to buy shares of preferred 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, energy & infrastructure and structured products. American Capital manages \$19 billion of assets, including assets on its balance sheet and fee earning assets under management by affiliated managers, with \$93 billion of total assets under management (including levered assets).

### **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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