

MFA MORTGAGE INVESTMENTS

Form 8-K

April 23, 2004

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**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): **April 23, 2004**

MFA MORTGAGE INVESTMENTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

1-13991

13-3974868

(State or Other
Jurisdiction
of Incorporation)

(Commission
File No.)

(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)

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ITEM 5. OTHER EVENTS

On April 22, 2004, MFA Mortgage Investments, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Bear, Stearns & Co. Inc. and Friedman, Billings, Ramsey & Co., Inc. as representatives of the several underwriters (collectively, the Underwriters) relating to the sale of 2,000,000 shares of the Company s 8.50% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (liquidation preference \$25.00 per share) (the Series A Preferred Stock), and the granting to the Underwriters of an option to purchase up to an additional 300,000 shares of Series A Preferred Stock to cover over-allotments that may occur during the offering process (the Offering). The Offering is expected to close on April 27, 2004. A copy of the Underwriting Agreement is attached as an exhibit hereto.

The net proceeds to the Company from the Offering are expected to be approximately \$48,285,000 (or approximately \$55,548,750 if the Underwriters exercise their over-allotment option in full), after deducting underwriting discounts and commissions and the estimated Offering expenses of the Company.

ITEM 7. EXHIBITS

The following exhibit is filed as part of this current report in accordance with the provisions of Item 601 of Regulation S-K:

- 1.1 Underwriting Agreement, dated April 22, 2004.
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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 MORTGAGE INVESTMENTS, INC.

By:

/s/Timothy W. Korth

Timothy W. Korth
General Counsel, Senior Vice President-
Business Development and Secretary

Date: April 23, 2004