

MFA FINANCIAL, INC.  
Form 3  
June 06, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *               |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Ford Elwin A  |         | (Month/Day/Year)                     | MFA FINANCIAL, INC. [MFA]                          |  |
| (Last)  | (First) | (Middle)                             | 05/25/2016   |  |
| C/O MFA FINANCIAL, INC., Â 350 PARK AVENUE - 20TH FLOOR |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      |  | (Check all applicable)   |
| NEW YORK, Â NY Â 10022                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | SVP and Chief Tech Ofcr                            | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 15,826   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

Edgar Filing: MFA FINANCIAL, INC. - Form 3

|                | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|----------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Phantom Shares | Â (2)            | Â (2)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |
| Phantom Shares | Â (2)            | Â (2)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |
| Phantom Shares | Â (2)            | Â (2)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |
| Phantom Shares | Â (3)            | Â (3)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |
| Phantom Shares | Â (3)            | Â (3)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |
| Phantom Shares | Â (3)            | Â (3)           | Common Stock | 10,000                     | \$ (1)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Ford Elwin A<br>C/O MFA FINANCIAL, INC.<br>350 PARK AVENUE - 20TH FLOOR<br>NEW YORK, NY 10022 | Â             | Â         | Â SVP and Chief Tech Ofcr | Â     |

## Signatures

/s/ Elwin Ford                      06/06/2016  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- (2) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2016, 2017 and 2018 (as applicable), and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following each applicable vesting date.
- These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2016, 2017 and 2018 (as applicable), based on MFA's total stockholder return for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA's common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following each applicable vesting date.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.