

American Capital Agency Corp
Form DEFA14A
May 30, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

American Capital Agency Corp.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed maximum aggregate value of transaction:

(4)

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials

- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)

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FOR IMMEDIATE RELEASE

May 30, 2013

CONTACT:

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American Capital Agency Corp. Announces Adjournment of Annual Meeting to June 28, 2013 With Respect to Charter Amendment

Bethesda, MD - May 30, 2013 - American Capital Agency Corp. (Nasdaq: AGNC) ("AGNC" or the "Company") announced today that its reconvened 2013 Annual Meeting of Stockholders held earlier today was adjourned with respect to the proposal to amend AGNC's certificate of incorporation to increase the number of authorized shares of preferred stock from 10,000,000 to 20,000,000 shares. The meeting will reconvene on June 28, 2013, allowing stockholders additional time to vote on the amendment to its certificate of incorporation.

The charter amendment requires the affirmative vote of the holders of a majority of all shares of AGNC's common stock outstanding to pass. In addition, brokers do not have discretionary authority to vote on the charter amendment and must receive voting instructions from beneficial owners of shares held in street name in order for the shares to be voted on the matter.

During the period of the adjournment, AGNC will continue to solicit proxies from its stockholders with respect to the proposed charter amendment. Stockholders who have not already done so are encouraged to vote on the proposal. Stockholders who have already voted need not take any action on the proposal, although they may change their vote for the charter amendment by executing a new proxy, revoking a previously given proxy or attending the adjourned meeting and voting in person, as set forth in AGNC's proxy statement.

The meeting adjournment with respect to the charter amendment proposal will be until 9:00 a.m. EDT, on June 28, 2013, at the Company's offices at 2 Bethesda Metro Center, 12th Floor, Bethesda, MD 20814.

AGNC filed the proxy statement for its 2013 Annual Meeting with the Securities and Exchange Commission (the "SEC") on March 20, 2013 pursuant to which the Company is soliciting additional proxies in connection with the charter amendment proposal. Stockholders are urged to read the proxy statement and other relevant documents filed with the SEC.

If you have not yet voted or wish to change your vote on the charter amendment proposal identified as proposal two in AGNC's proxy statement, we urge you to vote by phone or through the internet using the instructions provided in your voting instruction form or proxy card. You may also contact Georgeson Inc. at 800-676-0194 if you need assistance with voting.

For further information or questions, please contact our Investor Relations Department at (301) 968-9300 or IR@AGNC.com.

ABOUT AMERICAN CAPITAL AGENCY CORP.

American Capital Agency Corp. (Nasdaq: AGNC) 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"). For further information, please refer to www.AGNC.com.

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 \$21.2 billion of assets, including assets on its balance sheet and fee earning assets under management by affiliated managers, with \$112 billion of total assets under management (including levered assets). Through an affiliate, American Capital manages publicly traded American Capital Agency Corp. (Nasdaq: AGNC) with approximately a \$13 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. For further information, please refer to www.AmericanCapital.com.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements. Forward-looking statements are based on estimates, projections, beliefs and assumptions of management of the Company at the time of such statements and are not guarantees of future performance. Forward-looking statements involve risks and uncertainties in predicting future results and conditions. Actual results could differ materially from those projected in these forward-looking statements due to a variety of factors, 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 the Company's assets, general economic conditions, market conditions, conditions in the market for agency securities, and legislative and regulatory changes that could adversely affect the business of the Company. Certain factors that could cause actual results to differ materially from those contained in the forward-looking statements, are included in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC"). Copies are available on the SEC's website, www.sec.gov. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information, or otherwise.