
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): **December 22, 2016**

MFA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation
or organization)

1-13991
(Commission File Number)

13-3974868
(IRS Employer
Identification No.)

350 Park Avenue, 20th Floor
New York, New York
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: **(212) 207-6400**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

On December 22, 2016, MFA Financial, Inc. (the "Company") sent a notice to participants informing them that, in order to implement a transition to a new trustee and record keeper for the MFA Financial, Inc. 401(k) Savings Plan (the "Plan"), Plan participants and beneficiaries will be unable to direct or diversify the investments in their Plan accounts (including shares of the Company's common stock or other Company securities) or obtain a loan or distribution from the Plan during the period beginning January 26, 2017 and ending on or before March 1, 2017 (the "Blackout Period"). This Blackout Period will be in addition to other blackout periods imposed by the Company.

On December 22, 2016, the Company sent a notice of Blackout Period (the "D&O Blackout Period Notice") to the members of its board of directors and executive officers pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR adopted under the Securities Exchange Act of 1934, informing them that they would be prohibited during the Blackout Period from purchasing or selling shares of the Company's common stock and preferred stock and senior notes (including derivative securities pertaining to such securities) that they acquire or have previously acquired in connection with their service or employment as a director or executive officer of the Company.

A copy of the D&O Blackout Period Notice is attached as Exhibit 99.1 and is incorporated by reference. During the Blackout Period and for a period of two years after the ending date of the Blackout Period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the Blackout Period and other information regarding the Blackout Period by contacting the Investor Relations department of the Company by telephone at 212-207-6488, or in writing, at 350 Park Avenue, 20th Floor, New York, New York 10022.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Notice of Blackout Period to Directors and Executive Officers of MFA Financial, Inc., dated December 22, 2016.

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 FINANCIAL, INC.
(REGISTRANT)

By: /s/ Harold E. Schwartz
Name: Harold E. Schwartz
Title: Senior Vice President and General Counsel

Date: December 22, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Blackout Period to Directors and Executive Officers of MFA Financial, Inc., dated December 22, 2016.

**NOTICE TO DIRECTORS AND EXECUTIVE OFFICERS OF
MFA FINANCIAL, INC.**

**Restrictions on Trading
MFA Financial, Inc. Common Stock, Preferred Stock and Senior Notes
During Upcoming 401(k) Plan Blackout Period**

MFA Financial, Inc. (“MFA” or the “Company”) has determined to change the record keeper for the MFA Financial, Inc. 401 (k) Savings Plan (the “Plan”), effective February 1, 2016. In order to implement this transition, Plan activity will be restricted such that, among other things, Plan participants and beneficiaries will not be able to direct or diversify the investments in their Plan accounts, including transactions involving shares of MFA common stock, preferred stock or senior notes, or obtain distributions from the Plan for a specific period of time (the “Blackout Period”). During the Blackout Period, the Company’s directors and executive officers will be subject to trading restrictions, as described below, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR (Blackout Trading Restriction) adopted by the Securities and Exchange Commission (the “SEC”).

Blackout Period

The Blackout Period for the Plans will begin on **January 26, 2016**, and is scheduled to end on **March 1, 2016** (but may end on an earlier date in the event the transition to the new record keeper is completed prior to March 1st). You will receive another notice promptly after the Blackout Period ends.

Trading Restrictions

During the Blackout Period, you will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of MFA common stock and preferred stock, senior notes and certain derivative securities, if you acquired such shares, notes or derivative securities in connection with your service or employment as a director or executive officer. In this regard, any Company security you sell or otherwise transfer is automatically treated as acquired in connection with your service as director or executive officer unless you establish that the security was acquired from another source in accordance with rules established by the SEC. Please note that these trading prohibitions also apply to Company securities held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.

Please note that this notice is required to be provided to you to comply with Federal securities laws and regulations. The trading restrictions discussed herein are in addition to the restrictions on trading activity under the Company’s Insider Trading

Policy, which generally prohibit trading in the Company’s securities except during an open “trading window.”

Questions

If you have any questions concerning transactions in the Company’s common stock, preferred stock or senior notes or this notice of the Blackout Period, including whether the Blackout Period has started or ended, please contact Hal Schwartz, MFA’s General Counsel, at 212-207-6400, or in writing, at MFA Financial, Inc., 20th Floor, New York, New York 10022.

Date: December 22, 2016
