
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): **March 15, 2017**

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

The information set forth in this Form 8-K updates the information contained in the Form 8-K reports filed by MFA Financial, Inc. (the "Company") on December 22, 2016 and February 28, 2017.

On March 15, 2017, the Company sent a notice (the "March 15th Notice") to participants in the MFA Financial, Inc. 401(k) Savings Plan (the "Plan") notifying them that the blackout period, during which they had been 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 (the "Blackout Period") while the Plan was being transitioned to a new record keeper, had ended as of such date.

On March 15, 2017, the Company sent a notice regarding the end of the Blackout Period (the "Updated D&O Blackout Period Notice") to the members of its board of directors and executive officers. The Updated D&O Blackout Period Notice informed such persons that, subject to other blackout periods that may be imposed under Company policy or otherwise by the Company from time to time, they were no longer prohibited from purchasing or selling shares of the Company's common stock (including derivative securities pertaining to such shares) that they had acquired in connection with their service or employment as a director or executive officer of the Company.

A copy of the Updated D&O Blackout Period Notice is attached as Exhibit 99.1 and is incorporated by reference. Security holders or other interested persons may obtain, without charge, information about the beginning and ending dates of the Blackout Period and other information regarding the Blackout Period for a period of two years after the end date of 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, dated March 15, 2017, to Directors and Executive Officers of MFA Financial, Inc., regarding end of Blackout Period.

SIGNATURE

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: March 15, 2017

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice, dated March 15, 2017, to Directors and Executive Officers of MFA Financial, Inc., regarding end of Blackout Period.

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

**Termination of Restrictions on Trading
MFA Financial, Inc. Common Stock, Preferred Stock and Senior Notes**

This notice is being sent to you as a follow-up to the notices delivered to you on each of December 22, 2016 and February 28, 2017, regarding the prohibition on your engaging in transactions involving shares of common stock, preferred stock or senior notes of MFA Financial, Inc. (“MFA” or the “Company”), which began on January 26, 2017 (the “Blackout Period”), while the Company was in the process of implementing the transition to a new record keeper for the MFA Financial, Inc. 401 (k) Savings Plan (the “Plan”).

As you may recall, in order to implement the transition to the new record keeper, Plan activity had been restricted such that, among other things, Plan participants and beneficiaries had not been 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 during the Blackout Period. Furthermore, during the Blackout Period, the Company’s directors and executive officers had been subject to trading restrictions, as described above, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR (Blackout Trading Restriction) adopted by the Securities and Exchange Commission.

Termination of Blackout Period

This notice is intended to inform you that the restrictions on transactions in MFA securities that had been imposed during Blackout Period have been **terminated as of the date hereof (March 15, 2017)**.

Trading Restrictions

Please note that this notice is required to be provided to you to comply with Federal securities laws and regulations. Notwithstanding the termination of the restrictions on transactions in MFA securities that had been imposed during the Blackout Period, you are reminded that trading activity in MFA securities continues to be subject to the Company’s Insider Trading Policy, which generally prohibits trading in the Company’s securities except during an open “trading window,” as well as all applicable laws and regulations.

Questions

If you have any questions concerning transactions in the Company’s common stock, preferred stock or senior notes or this notice regarding the termination of the Blackout Period, 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: March 15, 2017
