

**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) **January 26, 2011**

**ARMOUR Residential REIT, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

**001-33736**

**26-1908763**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

**3001 Ocean Drive, Suite 201  
Vero Beach, Florida**

**32963**

(Address of Principal Executive Offices)

(Zip Code)

**(772) 617-4340**

(Registrant's Telephone Number, Including Area Code)

**n/a**

(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 (17CFR 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))

**Item 8.01. Other Events.**

On January 26, 2011, ARMOUR Residential REIT, Inc.(the “Company”) announced the closing of the previously-announced offering of 6,000,000 shares of the Company’s common stock at a price of \$7.55 per share. In addition, the underwriters have fully exercised the over-allotment option for 900,000 additional shares at a price of \$7.55 per share, resulting in a total offering of 6,900,000 shares for gross proceeds of \$52,095,000. The Company estimates that the net proceeds resulting from the offering, after deducting the underwriters’ discounts and commissions and other estimated expenses, will be approximately \$49,410,131.

A copy of the Company’s press release relating to the closing, dated January 26, 2011, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

## (c) Exhibits

**Exhibit No. Description**

5.1	Opinion of Akerman Senterfitt
8.1	Tax Opinion of Akerman Senterfitt
23.1	Consent of Akerman Senterfitt (included in Ex. 5.1)
23.2	Consent of Akerman Senterfitt (included in Ex. 8.1)
99.1	Press Release, dated January 26, 2011

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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.

Dated: January 26, 2011

### **ARMOUR RESIDENTIAL REIT, INC.**

By: /s/ Jeffrey J. Zimmer

Name: Jeffrey J. Zimmer

Title: Co-Chief Executive Officer, President and Co-Vice  
Chairman

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## Exhibit Index

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23.2	Consent of Akerman Senterfitt (included in Ex. 8.1)
99.1	Press Release, dated January 26, 2011

Akerman Senterfitt  
One Southeast Third Avenue  
25th Floor  
Miami, Florida 33131  
Tel: 305.374.5600  
Fax: 305.374.5095

January 21, 2011

ARMOUR Residential REIT, Inc.  
3001 Ocean Drive, Suite 201  
Vero Beach, Florida 32963

Re: Registration Statement on Form S-3  
Underwritten Public Offering

Ladies and Gentlemen:

Reference is made to our opinion dated December 7, 2010 and included as Exhibit 5.1 to the Registration Statement on Form S-3 (Registration No. 333-170646) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on December 7, 2010 by ARMOUR Residential REIT, Inc. (the "Company") pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"). We are rendering this supplemental opinion in connection with the prospectus supplement (the "Prospectus Supplement") dated January 21, 2011. The Prospectus Supplement relates to the offering by the Company of 6,900,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), which Shares are covered by the Registration Statement. We understand that the Shares are to be offered and sold in the manner set forth in the Registration Statement and the Prospectus Supplement.

We have acted as your counsel in connection with the preparation of the Registration Statement and the Prospectus Supplement. We are familiar with the proceedings taken by the Board of Directors of the Company in connection with the authorization, issuance and sale of the Shares. We have examined all such documents as we have considered necessary in order to enable us to render this opinion, including, but not limited to, (i) the Registration Statement, (ii) the Prospectus dated December 9, 2010 included with the Registration Statement (the "Prospectus"), (iii) the Prospectus Supplement, (iv) the Company's Articles of Incorporation, as amended, (v) the Company's By-laws, (vi) certain resolutions of the Board of Directors of the Company, (vii) corporate records and instruments, and (viii) such laws and regulations as we have deemed necessary for the purposes of rendering the opinions set forth herein. In our examination, we have assumed the legal capacity of all natural persons, the authenticity of originals of such documents that have been presented to us as photostatic copies, and that the Shares will be issued against payment of valid consideration under applicable law. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers of the Company.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company against payment therefor as set forth in the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that may change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as part of a Registration Statement and to the reference of our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Akerman Senterfitt



Akerman Senterfitt  
One Southeast Third Avenue  
25th Floor  
Miami, Florida 33131  
Tel: 305.374.5600  
Fax: 305.374.5095

January 21, 2011

ARMOUR Residential REIT, Inc.  
3001 Ocean Drive, Suite 201  
Vero Beach, Florida 32963

Ladies and Gentlemen:

We have acted as counsel to ARMOUR Residential REIT, Inc., a Maryland corporation (the "Company"), in connection with the Company's issuance and sale of 6,900,000 shares of the Company's common stock, par value \$0.001 per share, pursuant to the Company's prospectus, dated December 9, 2010, included in the shelf Registration Statement on Form S-3 as filed with the Securities and Exchange Commission, and the related final prospectus supplement, dated January 21, 2011.

In rendering this opinion, we have examined and relied on the following documents, among other items:

1. Articles of Amendment and Restatement of the Company;
2. Bylaws of the Company;
3. Amended and Restated Articles of Incorporation of ARMOUR Residential REIT, Inc.;
4. a letter of certain factual representations of the Company dated December 6, 2010 (the "Certificate of Representations");
5. a copy of the 2009 1120-REIT, U.S. Income Tax Return for Real Estate Investment Trusts, for the Company; and
6. the Registration Statement and the related form of prospectus included therein in the form in which it was transmitted to the Commission under the Securities Act.

In our examination of the foregoing documents, we have assumed that (i) all factual representations and statements in such documents are true and correct, (ii) each party who has executed or adopted, or will execute or adopt, the documents had, or will have, the proper authority and capacity, (iii) any documents that have been provided to us in draft form will be executed, adopted and/or filed without material modification, and (iv) the Company will operate in accordance with the method of operation described in its organizational documents, the Registration Statement and the Certificate of Representations.

For purposes of rendering this opinion, we have also assumed (i) the accuracy of the factual representations contained in the Certificate of Representations and that each representation contained in the Certificate of Representations to the best of the Company's knowledge is accurate and complete without regard to such qualification as to the best of the Company's knowledge, (ii) that the Certificate of Representations has been executed by an appropriate and authorized officer of the Company, and (iii) the genuineness of the signature on the Certificate of Representations.

Based on the foregoing and in reliance thereon, and subject thereto and on an analysis of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations thereunder, judicial authority and current administrative rulings and such other laws and facts as we have deemed relevant and necessary, we hereby state our opinion that (1) commencing with its initial taxable year that ended on December 31, 2009, the Company has been organized and operated in conformity with the requirements for qualification and taxation as a real estate investment trust (a "REIT") under the Code, and its actual method of operation through the date of this opinion has enabled, and its proposed method of operation will continue to enable it, to meet the requirements for qualification and taxation as a REIT for its taxable year ending December 31, 2010 and subsequent years, and (2) the discussion set forth in the Registration Statement under the heading "U.S. Federal Income Tax Considerations" constitutes, in all material respects, a fair and accurate summary under current law of the material United States Federal income tax consequences of the ownership and disposition of the securities being registered on the Registration Statement, subject to the qualifications set forth therein. This opinion represents our legal judgment, but it has no binding effect or official status of any kind, and no assurance can be given that contrary positions may not be taken by the Internal Revenue Service or a court.

The Company's qualification as a REIT will depend upon the continuing satisfaction by the Company of the requirements of the Code relating to qualification for REIT status, which requirements include those that are dependent upon actual operating results, distribution levels, diversity of stock ownership, asset composition, source of income and record keeping. We do not undertake to monitor whether the Company actually will satisfy the various REIT qualification tests. We express no opinion as to the laws of any jurisdiction other than the Federal income tax laws of the United States of America to the extent specifically referred to herein.

This opinion is furnished in connection with the transaction described herein. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to Akerman Senterfitt in the Registration Statement under the captions "Legal Matters" and "U.S. Federal Income Tax Considerations." In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the matters stated, represented or assumed herein, or of any subsequent changes in applicable law.

Very truly yours,

/s/ Akerman Senterfitt





**ARMOUR RESIDENTIAL REIT, INC. ANNOUNCES CLOSING OF  
PUBLIC OFFERING OF 6,900,000 SHARES OF COMMON STOCK**

VERO BEACH, FL - - January 26, 2011 - - ARMOUR Residential REIT, Inc. (NYSE Amex: "ARR" and "ARR.WS") ("ARMOUR" or the "Company") today announced that it has closed its previously-announced public offering of 6,000,000 shares of its common stock at a price of \$7.55 per share. In addition, the underwriters have fully exercised the over-allotment option for 900,000 additional shares at a price of \$7.55 per share, resulting in a total public offering of 6,900,000 shares for gross proceeds of \$52,095,000.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE Amex: LTS) and Cantor Fitzgerald & Co. acted as joint bookrunning managers and representatives of the several underwriters in the offering. Maxim Group LLC acted as lead manager and National Securities Corporation and Aegis Capital Corp. acted as co-managers in the offering.

**ARMOUR Residential REIT, Inc.**

ARMOUR is a Maryland corporation that invests primarily in hybrid adjustable rate, adjustable rate and fixed rate residential mortgage-backed securities, or RMBS, issued or guaranteed by U.S. Government-chartered entities. ARMOUR is externally managed and advised by ARMOUR RESIDENTIAL MANAGEMENT LLC ("ARRM"). ARMOUR Residential REIT, Inc. has elected to be taxed as a real estate investment trust ("REIT") for U.S. federal income tax purposes, commencing with ARMOUR's taxable year ending December 31, 2009.

**Safe Harbor**

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Actual results may differ from expectations, estimates and projections and, consequently, you should not rely on these forward looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results.

**Additional Information and Where to Find It**

Investors, security holders and other interested persons may find additional information regarding the Company at the SEC's Internet site at <http://www.sec.gov/>, or the Company website [www.armoureit.com](http://www.armoureit.com) or by directing requests to:

ARMOUR Residential REIT, Inc.  
3001 Ocean Drive, Suite 201  
Vero Beach, Florida 32963  
Attention: Investor Relations

**Investor Contact:**

Jeffrey Zimmer  
Co-Chief Executive Officer, President and Co-Vice Chairman  
ARMOUR Residential REIT, Inc.  
(772) 617-4340