

American Capital Agency Corp  
Form 10-Q/A  
November 09, 2011

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

FORM 10-Q/A  
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-34057

AMERICAN CAPITAL AGENCY CORP.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)  
2 Bethesda Metro Center, 14th Floor  
Bethesda, Maryland 20814  
(Address of principal executive offices)  
(301) 968-9300  
(Registrant's telephone number, including area code)

26-1701984  
(I.R.S. Employer  
Identification No.)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter earlier period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of October 31, 2011 was 183,619,759



EXPLANATORY NOTE

On November 7, 2011, we filed our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (the "Original Filing") with the Securities and Exchange Commission (the "SEC"). The Original Filing is being amended to correct a typographical error contained in the certification of the Company's CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, we are also filing new certifications under Section 302(a) of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment No. 1 on Form 10-Q/A (this "Amendment") speaks as of the date of the Original Filing, does not reflect events that may have occurred subsequent to such original filing date, and does not modify or update in any way disclosures made in the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and our filings made with the SEC subsequent to the date of the Original Filing.

---

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN CAPITAL AGENCY CORP.

Date: November 9, 2011

By: /s/ MALON WILKUS  
Malon Wilkus  
Chair of the Board and  
Chief Executive Officer

---

INDEX TO EXHIBITS

Exhibit No. Description

- |      |   |
|------|---|
| 31.1 | Certification of CEO Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.      |
| 31.2 | Certification of CFO Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.      |
| 32   | Certification of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |