

Arlington Asset Investment Corp.  
Form 8-K  
March 28, 2014

**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 28, 2014 (March 25, 2014)**

**ARLINGTON ASSET INVESTMENT CORP.**

(Exact name of Registrant as specified in its charter)

**Virginia**

(State or Other Jurisdiction

**54-1873198**

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

**001-34374**

of Incorporation or Organization)

**1001 Nineteenth Street North**

**Arlington, VA 22209**

(Address of principal executive offices) (Zip code)

**(703) 373-0200**

(Registrant's telephone number including area code)

**N/A**

(Former name or former address, if changed from 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:

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 25, 2014, Arlington Asset Investment Corp. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Barclays Capital Inc., Credit Suisse Securities (USA) LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (the “Underwriters”), relating to the offer and sale of 2,750,000 shares of the Company’s Class A common stock, par value \$0.01 per share (“Class A Common Stock”), at a public offering price of \$27.40 per share. In addition, the Company granted the Underwriters a 30-day option to purchase up to 412,500 additional shares of Class A Common Stock (the “Option”). On March 26, 2014, the Underwriters partially exercised the Option to purchase 312,500 additional shares of Class A common stock. Closing of the offering and sale of 3,062,500 shares of Class A Common Stock occurred on March 28, 2014.

The Underwriting Agreement contains customary representations, warranties and covenants of the Company, indemnification rights and obligations of the parties and termination provisions. Pursuant to the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain specified types of liabilities, including liabilities under the Securities Act of 1933, as amended (the “Securities Act”), to contribute to payments the Underwriters may be required to make in respect of these liabilities and to reimburse the Underwriters for certain expenses. In the ordinary course of business the Underwriters or their affiliates may in the future engage in various financing, commercial banking and investment banking services with, and provide financial advisory services to, the Company and its affiliates for which they may receive customary fees and expenses.

The shares of Class A Common Stock will be issued pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-193478) (the “Registration Statement”), which was declared effective by the Securities and Exchange Commission on February 5, 2014.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and incorporated herein by reference.

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

A copy of the opinion of Hunton & Williams LLP with respect to the legality of the issuance and sale of Class A Common Stock in the offering is filed herewith, and thereby automatically incorporated by reference into the Registration Statement, in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

(d) *Exhibits.* The following exhibits are being filed herewith:

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 1.1                    | Underwriting Agreement, dated as of March 25, 2014, among the Company and Barclays Capital Inc., Credit Suisse Securities (USA) LLC and RBC Capital Markets, LLC as representatives of the several underwriters named therein. |
| 5.1                    | Opinion of Hunton & Williams LLP regarding legality of shares.   |
| 23.1                   | Consent of Hunton & Williams LLP (included in Exhibit 5.1).  |

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**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.

**ARLINGTON ASSET INVESTMENT CORP.**

Date: March 28, 2014 By: /s/ Kurt R. Harrington

Name: Kurt R. Harrington

Title: Executive Vice President, Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

**Exhibit  
No.      Description**

- |      |   |
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