

Edgar Filing: CreXus Investment Corp. - Form SC 13D

CreXus Investment Corp.
Form SC 13D
September 24, 2009

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

CREXUS INVESTMENT CORP.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

226553 105

(CUSIP Number)

R. Nicholas Singh, Esq.
Executive Vice President and General Counsel
Annaly Capital Management, Inc.
1211 Avenue of the Americas, Suite 2902
New York, New York 10036
Tel: (212) 696-0100
Fax: (212) 696-9809

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 22, 2009

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box //.

(Continued on following pages)

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Annaly Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) // (b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e): //

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH

7 SOLE VOTING POWER

4,527,778

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

4,527,778

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,527,778

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

25.0%

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D RELATING TO THE COMMON STOCK OF CREXUS INVESTMENT CORP.

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D (this Statement) relates to the common stock, par value \$0.01 per share (the Common Stock), of CreXus Investment Corp., a Maryland corporation (the Issuer).

The principal executive offices of the Issuer are located at 1211 Avenue of the Americas, Suite 2902, New York, New York 10036.

ITEM 2. IDENTITY AND BACKGROUND.

(a) Annaly Capital Management, Inc. (Annaly).

(b) Annaly is a Maryland corporation and its principal office is at 1211 Avenue of the Americas, Suite 2902, New York, New York 10036.

(c) Annaly manages assets on behalf of institutional and individual investors worldwide directly through Annaly and through the funds managed by its investment advisory subsidiaries. Annaly is primarily engaged in the business of investing, on a leveraged basis, in U.S. government agency mortgage-backed securities. Fixed Income Discount Advisory Company (FIDAC), a wholly-owned subsidiary of Annaly, serves as the external investment manager of the Issuer pursuant to a management agreement.

(d) During the last five years, Annaly has not been convicted in a criminal proceeding.

(e) During the last five years, Annaly has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such law.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The aggregate purchase price of the 4,527,778 shares of Common Stock (the Annaly Shares) acquired by Annaly was \$67,916,670. Annaly provided internally generated funds to pay the purchase price for the Annaly Shares.

ITEM 4. PURPOSE OF THE TRANSACTION.

Annaly acquired the Annaly Shares for investment purposes only in a private offering from the Issuer concurrent with the Issuer's initial public offering of Common Stock at the same price per share as the price per share in the initial public offering. Annaly has no plans or proposals that relate to or would result in any of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D, except for the following: Annaly's wholly owned subsidiary, FIDAC, is the Issuer's external investment manager, and it can be expected that the Issuer may access the capital markets from time to time pursuant to underwritten public offerings. In addition, the Issuer, in the ordinary course of its business, will be purchasing whole mortgage loans and asset backed securities, and it can be expected that these assets will be sold from time to time. Annaly reserves the right to change its intentions and plans at any time it deems appropriate.

In addition, the matters set forth in Item 6 below are incorporated in this Item 4 by reference as if fully set forth herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Annaly beneficially owns an aggregate of 4,527,778 shares of Common Stock, which represents 25.0% of the outstanding shares of Common Stock. The percentage is based on 18,111,112 shares of Common Stock outstanding on September 22, 2009.

Annaly has the sole power to vote and the sole power to dispose of 4,527,778 shares of Common Stock.

The Issuer and Annaly entered into a stock purchase agreement on September 16, 2009 (the Stock Purchase Agreement). Pursuant to the Stock Purchase Agreement, Annaly acquired the Annaly Shares from the Issuer on September 22, 2009.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Stock Purchase Agreement:

The Issuer and Annaly entered into the Stock Purchase Agreement on September 16, 2009. Pursuant to the Stock Purchase Agreement, Annaly acquired the Annaly Shares from the Issuer on September 22, 2009.

Lock-Up Agreement

Deutsche Bank Securities, Inc. (Deutsche Bank) and Merrill Lynch, Pierce, Fenner & Smith, Incorporated (Merrill Lynch) and Annaly entered into a Lock-Up Agreement on September 16, 2009. Pursuant to the Lock-Up Agreement, Annaly will not until the earlier of (i) the date which is three years after September 16, 2009 or (ii) the termination of the management agreement between the Issuer and FIDAC, without the prior written consent of Deutsche Bank and Merrill Lynch, sell, pledge, or otherwise dispose of, directly or indirectly, the shares of Common Stock of the Issuer it owns.

Management Agreement:

The Issuer is externally managed and advised by FIDAC, a wholly owned subsidiary of Annaly. The Issuer and FIDAC entered into a management agreement on August 31, 2009, as amended on September 16, 2009. Pursuant to the management agreement, FIDAC implements the Issuer's business strategy and performs certain services for the Issuer, subject to oversight by the Issuer's board of directors. FIDAC is responsible for, among other duties, performing all of the Issuer's day-to-day functions; determining investment criteria in conjunction with the Issuer's board of directors; sourcing, analyzing and executing investments; asset sales and financings; and performing asset management duties. Each of the Issuer's officers is also an employee of FIDAC or one of its affiliates. In addition, FIDAC has an investment committee consisting of FIDAC's professionals which advises and consults with FIDAC's senior management team with respect to the Issuer's investment policies, investment portfolio holdings, financing and leveraging strategies and investment guidelines.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 7.01 Stock Purchase Agreement, dated as of September 16, 2009, by and between Annaly and Issuer.
 - 7.02 Management Agreement, dated as of August 31, 2009, by and between FIDAC and Issuer.
 - 7.03 Amendment No. 1 to Management Agreement, dated as of September 16, 2009, by and between FIDAC and Issuer.
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7.04 Lock-Up Agreement, dated as of September 16, 2009, by and between Deutsche Bank, Merrill Lynch and Annaly.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: September 24, 2009

By: /s/ Kathryn
Fagan

Name: Kathryn Fagan
Title: Chief Financial Officer
