

MFA MORTGAGE INVESTMENTS

Form 8-K

February 12, 2004

**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): February 10, 2004

MFA MORTGAGE INVESTMENTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-13991
(Commission
File No.)

13-3974868
(IRS Employer
Identification No.)

350 Park Avenue, 21st Floor, New York, New York 10022

(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 207-6400

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On February 10, 2004, MFA Mortgage Investments, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with UBS Securities LLC, RBC Capital Markets Corporation and Piper Jaffray & Co. (collectively, the Underwriters) relating to the sale of 7,500,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock), and the granting to the Underwriters of an option to purchase up to an additional 1,125,000 shares of Common Stock to cover over-allotments that may occur during the offering process (the Offering). A copy of the Underwriting Agreement is attached as an exhibit hereto.

The net proceeds to the Company from the Offering are expected to be approximately \$72.0 million (or approximately \$82.8 million if the Underwriters exercise their over-allotment option in full), after deducting underwriting discounts and commissions and the estimated Offering expenses of the Company.

ITEM 7. EXHIBITS

The following exhibit is filed as part of this current report in accordance with the provisions of Item 601 of Regulation S-K:

- 1.1 Underwriting Agreement, dated February 10, 2004.
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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.

MFA MORTGAGE INVESTMENTS, INC.

By: /s/ Timothy W. Korth

Timothy W. Korth

General Counsel and Senior Vice President

Date: February 11, 2004
