

Edgar Filing: American Capital Agency Corp - Form 424B8

American Capital Agency Corp  
Form 424B8  
December 20, 2010

Filed Pursuant to Rules 424(b)(2) and 424(b)(8)  
Registration No. 333-170374

**CALCULATION OF REGISTRATION FEE**

	<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee<sup>(1)</sup></b>
Common Stock		15,000,000	\$28.63	\$429,450,000	\$30,619.79

(1) Calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the registrant's Registration Statement on Form S-3 (File No. 333-170374) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE**

This prospectus is being filed pursuant to Rules 424(b)(2) and 424(b)(8) under the Securities Act of 1933, as amended (the "Securities Act"), solely to add the Calculation of Registration Fee table required by Rules 456(b) and 457(r) under the Securities Act to the prospectus originally filed by the registrant on November 9, 2010 under the same registration statement of which this prospectus forms a part, which is incorporated by reference herein.