

Armour Residential REIT, Inc.  
Form SC 13G/A  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**ARMOUR RESIDENTIAL REIT, INC.**

(Name of issuer)

**Common Stock, \$.001 par value per share**  
(Title of class of securities)

**042315101**  
(CUSIP number)

**December 31, 2011**  
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 04231510

(1) Names of reporting persons

MAGNETAR FINANCIAL LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,732,751  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 4,732,751  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

4,732,751

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

4.81%

(12) Type of reporting person (see instructions)

IA, OO

SCHEDULE 13G

CUSIP No. 04231510

(1) Names of reporting persons

MAGNETAR CAPITAL PARTNERS LP

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,732,751  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 4,732,751  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

4,732,751

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

4.81%

(12) Type of reporting person (see instructions)

HC, PN

SCHEDULE 13G

CUSIP No. 04231510

(1) Names of reporting persons

SUPERNOVA MANAGEMENT LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 4,732,751  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 4,732,751  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

4,732,751

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

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4.81%

(12) Type of reporting person (see instructions)

HC, OO



SCHEDULE 13G

CUSIP No. 04231510

(1) Names of reporting persons

ALEC N. LITOWITZ

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 4,732,751  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 4,732,751  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

4,732,751

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

4.81%

(12) Type of reporting person (see instructions)

HC, IN

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**SCHEDULE 13G/A**

**Item 1(a) Name of Issuer.**

Armour Residential REIT, Inc. (the Issuer )

**Item 1(b) Address of Issuer's Principal Executive Offices.**

3001 Ocean Drive, Suite 201, Vero Beach, FL 32963

**Item 2(a) Name of Person Filing.**

This statement is filed on behalf of each of the following person (collectively, the Reporting Persons ):

- i) Magnetar Financial LLC ( Magnetar Financial );
- ii) Magnetar Capital Partners LP (Magnetar Capital Partners );
- iii) Supernova Management LLC ( Supernova Management ); and
- iv) Alec N. Litowitz ( Mr. Litowitz ).

This statement relates to Shares (as defined herein) held for accounts of Magnetar Equity Opportunities Master Fund, a Cayman Island exempted company ( MEOM ) and Magnetar Global Event Driven Master Fund, a Cayman Island exempted company ( MGED ) and warrants to purchase common stock, \$0.001 par value, of Armour Residential REIT, Inc. ( Warrants ) held for the accounts of Magnetar Capital Master Fund, Ltd, a Cayman Islands exempted company ( Magnetar Capital Master Fund ) and Hipparchus Master Fund, Ltd, a Cayman Islands exempted company ( HMFL ). Magnetar Financial is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended. Magnetar Financial serves as investment adviser to MEOM, MGED, Magnetar Capital Master Fund and HMFL. In such capacity, Magnetar Financial exercises voting and investment power over the Shares held for the account of MEOM, MGED, Magnetar Capital Master Fund and HMFL. Magnetar Capital Partners serves as the sole member and parent holding company of Magnetar Financial. Supernova Management is the general partner of Magnetar Capital Partners. The manager of Supernova Management is Mr. Litowitz.

**Item 2(b) Address of Principal Business Office.**

The address of the principal business office of each of Magnetar Financial, Magnetar Capital Partners, Supernova Management, and Mr. Litowitz is 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201.

**Item 2(c) Place of Organization.**

- i) Magnetar Financial is Delaware limited liability company;
- ii) Magnetar Capital Partners is a Delaware limited partnership;

iii) Supernova Management is a Delaware limited liability company; and

iv) Mr. Litowitz is a citizen of the United States of America.

**Item 2(d) Title of Class of Securities.**

Common Stock, \$0.001 par value per share (the Shares )

**Item 2(e) CUSIP Number.**

04231510

**Item 3 Reporting Person.**

(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E)

(g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G)

**Item 4 Ownership.**

**Item 4(a) Amount Beneficially Owned:**

As of December 31, 2011, each of Magnetar Financial, Magnetar Capital Partners, Supernova Management, and Mr. Litowitz held 274,100 Shares and 4,458,651 Warrants, which represents approximately 4.81% (calculated pursuant to Rule 13d-3(d)(1)(i)) of the outstanding Shares of the Issuer.

**Item 4(b) Percent of Class:**

As of December 31, 2011, the number of shares of which each of Magnetar Financial, Magnetar Capital Partners, Supernova Management and Mr. Litowitz were deemed to be the beneficial owner constituted approximately 4.81% of the total number of Shares outstanding (based upon the information provided by the Issuer in its most recently filed registration statement on Form 8-K, there were approximately 93,969,468 shares outstanding as of December 14, 2011).

**Item 4(c) Number of Shares of which such person has:**

Magnetar Financial, Magnetar Capital Partners, Supernova Management, and Mr. Litowitz:

- (i) Sole power to vote or to direct the vote: 4,732,751
- (ii) Shared power to vote or to direct the vote : 0
- (iii) Sole power to dispose or to direct the disposition of: 4,732,751
- (iv) Shared power to dispose or to direct the disposition of: 0

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

This Item 6 is not applicable.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

This Item 7 is not applicable.

**Item 8 Identification and Classification of Members of the Group.**

This Item 8 is not applicable.

**Item 9 Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10 Certification.**

By signing below the Reporting Persons certifies that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Date: February 14, 2012

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

Date: February 14, 2012

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

Date: February 14, 2012

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager

Date: February 14, 2012

/s/ Alec N. Litowitz

Alec N. Litowitz



EXHIBIT INDEX

**Ex.**

A Joint Filing Agreement