



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

DIVISION OF
CORPORATION FINANCE

Mail Stop 3233

May 23, 2018

Via E-mail

Anthony Green
Chief Legal Officer
Annaly Capital Management Inc.
1211 Avenue of the Americas, 41st Floor
New York, NY 10036

**Re: Annaly Capital Management Inc.
Registration Statement on Form S-4
Filed May 16, 2018
File No. 333-224968**

Dear Mr. Green:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact me at 202-551-3758 with any questions.

Sincerely,

/s/ Sandra Hunter Berkheimer

Sandra Hunter Berkheimer
Staff Attorney
Office of Real Estate and
Commodities

cc: Adam O. Emmerich
Wachtell, Lipton, Rosen & Katz
Via E-mail