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**NASDAQ**  
THE NASDAQ OMX GROUP

Received

Arnold Golub  
Vice President  
Office of General Counsel

MAY 16 2014

Washington, DC 20549

001-35260

By Electronic Mail

May 16, 2014

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

CERTNAS

Dear Mr. Thomas:

This is to certify that on May 16, 2014 The Nasdaq Stock Market (the "Exchange") received from American Capital Mortgage Investment Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

8.125% Series A Cumulative  
Redeemable Preferred Stock, Liquidation Preference \$25.00 per Share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,