

## **Form ADV Part 2A**

American Capital AGNC Management, LLC  
2 Bethesda Metro Center  
12th Floor  
Bethesda, MD 20814  
(301) 968-9300  
IR@AGNC.com  
www.agnc.com

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**This brochure provides information about the qualifications and business practices of American Capital AGNC Management, LLC (“AGNC Manager”). If you have any questions about the contents of this brochure, please contact us at (301) 968-9300 or IR@agnc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about AGNC Manager also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Registration with the SEC as an investment adviser does not imply that AGNC Manager or any of its officers or employees possess a particular level of skill or training.**

## Material Changes [Item 2]

Since the annual update was filed on March 30, 2016, this brochure has been amended to reflect the change in ownership of AGNC Manager.

Pursuant to a Purchase and Sale Agreement with American Capital, Ltd., a Delaware corporation (“ACAS”), American Capital Asset Management, LLC, a Delaware limited liability company and wholly-owned portfolio company of ACAS (“Seller”), and American Capital Mortgage Management, LLC, a Delaware limited liability company and the parent of AGNC Manager (“ACMM”), on July 1, 2016, American Capital Agency Corp., a Delaware corporation (“AGNC”) and the sole client of AGNC Manager, purchased from Seller all of the issued and outstanding limited liability company interests of ACMM on a cash-free, debt-free basis for aggregate cash consideration of \$562 million. ACMM is the parent company of both AGNC Manager and American Capital MTGE Management, LLC (“MTGE Manager”), and ACMM is now a subsidiary of AGNC. AGNC Manager is no longer affiliated with American Capital, Ltd.

Effective July 1, 2016, Kenneth L. Pollack was appointed Chief Compliance Officer of AGNC Manager replacing Samuel A. Flax.

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## **ADVISORY BUSINESS [Item 4]**

American Capital AGNC Management, LLC (“AGNC Manager”) is a Delaware limited liability company, which is wholly owned by American Capital Mortgage Management, LLC (“ACMM”), which is, in turn, wholly owned by American Capital Agency Corp (“AGNC”). AGNC is a public real estate investment trust (“REIT”) and is traded on The NASDAQ Global Select Market under the symbol “AGNC.”

AGNC Manager was formed by American Capital, Ltd. in 2008 to manage AGNC. In July 2016, AGNC acquired ACMM, the parent company of AGNC Manager, from American Capital, Ltd. AGNC and AGNC Manager are no longer affiliated with American Capital, Ltd.

AGNC Manager provides investment management, administrative and other advisory services to AGNC which commenced operations in May 2008 and invests primarily in a leveraged portfolio of residential mortgage backed securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a U.S. Government agency or a U.S. Government-sponsored enterprise (“GSE”) (collectively, “agency securities”). AGNC may also invest in other assets reasonably related to agency securities, including the common stock of other publicly-traded mortgage REITs that predominately invest in agency securities, and in AAA non-agency and commercial mortgage-backed securities. As part of its management duties, AGNC Manager may employ hedging techniques designed to reduce AGNC’s exposure to market risks, including interest rate, prepayment and extension risks. AGNC is traded on The NASDAQ Global Select Market under the symbol “AGNC.”

AGNC Manager manages the investments of AGNC according to its investment management agreement with AGNC and consistent with AGNC’s investment objectives and strategy. AGNC Manager has discretionary trading authorization. AGNC’s investments are subject to certain restrictions and limitations set forth in AGNC’s prospectus, such as prohibitions on investing in certain types of assets, prohibitions on investments that would cause AGNC to fail to qualify as a REIT for federal income tax purposes, and prohibitions on investments that would cause AGNC to be regulated as an investment company under the 1940 Act, among others.

Investors and prospective investors in AGNC should refer to the prospectus and related agreements and other governing documents for AGNC for complete information. Prior performance is not necessarily indicative of future results, and there is no assurance that AGNC’s investment objectives will be achieved.

AGNC Manager does not participate in any wrap fee programs.

As of March 31, 2016 AGNC Manager managed approximately \$62,396,000,000 of assets of AGNC on a discretionary basis.

## **FEES AND COMPENSATION [Item 5]**

Pursuant to the terms of its management agreement with AGNC, AGNC Manager earns a base management fee equal to 1/12 of 1.25% of AGNC's month-end stockholders' equity, adjusted to exclude the effect of any unrealized gains or losses included in either retained earnings or other comprehensive income (loss), each as computed in accordance with U.S. generally accepted accounting principles ("GAAP"). The management fee is payable monthly in arrears. AGNC Manager is an indirectly held, wholly owned subsidiary of AGNC. The terms of its management agreement with AGNC, including the fees payable under it, were not negotiated on an arm's-length basis, and its terms may not be as favorable to AGNC as if it was negotiated with an unaffiliated party.

Under the terms of the management agreement, AGNC Manager is entitled to a termination fee in the event of the non-renewal of the management agreement with AGNC without cause or a material breach of the agreement by AGNC equal to three times the average annual management fee earned by AGNC Manager during the prior 24-month period immediately preceding the most recently completed month prior to the effective date of termination.

Additionally, AGNC Manager is entitled to reimbursement from AGNC for all of its operating expenses, including fees, costs and expenses directly related to the purchase and sale of its investments, taxes, fees of auditors and counsel, insurance, litigation expenses, custodial expenses and any extraordinary expenses but excluding employment-related expenses. Pursuant to the terms of the management agreement, there are no limits on such expense reimbursements. AGNC's prospectus contains complete information on the expenses payable by AGNC.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT [Item 6]**

AGNC Manager does not charge performance-based fees.

American Capital MTGE Management, LLC (“MTGE Manager”), a Delaware limited liability company and a sister company of AGNC Manager, is also owned by ACMM and separately registered with the SEC as an investment adviser. MTGE Manager is the external investment manager of American Capital Mortgage Investment Corp. (“MTGE”), a publicly-traded mortgage REIT established in 2011, which invests primarily on a leveraged basis in agency securities, non-agency securities and other mortgage-related investments. Other mortgage-related investments may include mortgage servicing rights, mortgage REIT equity securities, GSE credit risk transfer securities, residential mortgage loans, commercial mortgage-backed securities, commercial mortgage loans and mortgage-related derivatives. MTGE is traded on The NASDAQ Global Select Market under the symbol “MTGE.”

MTGE and AGNC make similar investments with respect to agency securities generally. Such investments are generally not limited in supply or otherwise of scarce opportunity. However, in the event that MTGE and AGNC do make overlapping investments, the parent company of MTGE Manager and AGNC Manager has adopted an investment allocation policy specific to agency whole pool and non-whole pool securities to govern such situations. To mitigate potential conflicts of interest, investment opportunities are allocated between MTGE and AGNC in accordance with the investment allocation policy and consistent with fiduciary duties, equitable allocation, compliance with the 1940 Act and corresponding investment mandates.

AGNC Manager maintains an investment committee, which follows consistent processes for investment decisions. The investment committee is comprised of senior officers and seeks to facilitate the detection and avoidance of potential conflicts of interest throughout the investment process as well as during the time a portfolio investment is held.

The value of some of AGNC’s investments may not be readily determinable. The fair value of such investments is measured quarterly, in accordance with guidance set forth in FASB Accounting Standards Codification, or ASC, Topic 820, Fair Value Measurements and Disclosures. The fair value at which AGNC’s assets may be recorded may not be an indication of their realizable value. Ultimate realization of the value of an asset depends to a great extent on economic and other conditions that are beyond the control of AGNC Manager, AGNC or its Board. Further, fair value is only an estimate based on good faith judgment of the price at which an investment can be sold since market prices of investments can only be determined by negotiation between a willing buyer and seller. If AGNC were to liquidate a particular asset, the realized value may be more than or less than the amount at which such asset is valued. Accordingly, the value of AGNC’s common stock could be adversely affected by the determinations regarding the fair value of its investments, whether in the applicable period or in the future. Additionally, such valuations may fluctuate over short periods of time.

In most cases, AGNC Manager's determination of the fair value of AGNC's investments will include inputs provided by third-party dealers and pricing services. Valuations of certain investments in which AGNC may invest are often difficult to obtain or unreliable. In general, dealers and pricing services heavily disclaim their valuations. Dealers may claim to furnish valuations only as an accommodation and without special compensation, and so they may disclaim any and all liability for any direct, incidental, or consequential damages arising out of any inaccuracy or incompleteness in valuations, including any act of negligence or breach of any warranty. Depending on the complexity and illiquidity of a security, valuations of the same security can vary substantially from one dealer or pricing service to another. Therefore, AGNC's results of operations for a given period could be adversely affected if the determinations regarding the fair market value of these investments are materially different than the values that AGNC ultimately realizes upon their disposal.

**TYPES OF CLIENTS [Item 7]**

AGNC Manager provides investment advice to AGNC, a publicly traded REIT. AGNC does not have suitability or net worth qualifications.



## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **[Item 8]**

The following is a summary of the investment strategies and methods of analysis employed by AGNC Manager with respect to its management of AGNC and the material risks applicable to an investment in AGNC. Specific descriptions of such strategies, methods and risks are included in AGNC's prospectus and should be reviewed carefully.

#### Methods of Analysis and Investment Strategies

AGNC earns income primarily from investing on a leveraged basis in agency securities and assets reasonably related to agency securities, including the common stock of other publicly-traded mortgage REITs that predominately invest in agency securities. AGNC Manager may also elect to invest in AAA non-agency and commercial mortgage-backed securities.

AGNC's principal objective is to preserve its net asset value while generating attractive risk-adjusted returns for distribution to common stockholders through regular monthly dividends from net interest income, which is the spread between the interest income earned on interest-earning assets and the interest costs of borrowings and hedging activities, and net realized gains and losses on our investments and other supplemental hedging activities. AGNC funds its investments principally through short-term borrowings structured as repurchase agreements. AGNC may also seek to obtain other sources of financing depending on market conditions. For instance, AGNC may finance the acquisition of agency securities through off-balance sheet to-be-announced, or "TBA," dollar roll transactions. In evaluating AGNC's overall leverage at risk, AGNC Manager considers both AGNC's on-balance and off-balance sheet financing.

While managing an investment portfolio consisting primarily of agency securities and assets reasonably related to agency securities (other than for hedging purposes) that seek to generate attractive, risk-adjusted returns, AGNC Manager's investment strategy is designed to:

- seek to generate attractive risk-adjusted returns;
- capitalize on discrepancies in the relative valuations in the agency and AAA non-agency securities market;
- manage financing, interest rate and prepayment and extension risks;
- preserve net asset value;
- provide regular monthly distributions;
- continue to qualify as a REIT; and
- remain exempt from the requirements of the 1940 Act.

#### Material Risks

AGNC may not be able to execute successfully its investment, financing and hedging strategies as described in its prospectus, which could result in a loss of some or all of its

investments. The results of its operations will depend on many factors, including, without limitation, the availability of attractively priced mortgage-related investments, the level and volatility of interest rates, readily accessible financing for its proposed investment portfolios, conditions in the financial markets and the economy in general.

AGNC may experience significant short-term gains or losses and, consequently, earnings volatility as a result of its active portfolio management strategies. AGNC's strategy involves significant leverage, which increases the risk that it may incur substantial losses if borrowing costs increase or the value of its securities decline.

Market conditions have disrupted the historical relationship between interest rate changes and prepayment trends, which make it more difficult for AGNC Manager to analyze AGNC's investment portfolio. AGNC's success depends on AGNC Manager's ability to analyze the relationship of changing interest rates on prepayments of the mortgage loans that underlie AGNC's agency securities. Changes in interest rates and prepayments affect the market price of agency securities. As part of AGNC's overall portfolio risk management, AGNC Manager analyzes interest rate changes and prepayment trends separately and collectively to assess their effects on AGNC's investment portfolio. In conducting its analysis, AGNC Manager depends on certain assumptions based upon historical trends with respect to the relationship between interest rates and prepayments under normal market conditions. Dislocations in the residential mortgage market and other developments have disrupted the relationship between the way that prepayment trends have historically responded to interest rate changes and, consequently, may negatively impact AGNC Manager's ability to (i) assess the market value of AGNC's investment portfolio, (ii) implement AGNC's hedging strategies and (iii) implement techniques to reduce AGNC's prepayment rate volatility, which could materially adversely affect its financial condition and results of operations. Also, while AGNC's hedging instruments attempt to protect its net book value against moves in interest rates, such instruments are generally not designed to protect AGNC's net book value from "spread risk."

Continued adverse developments in the broader residential mortgage market may adversely affect the value of the agency securities in which AGNC invests. Since 2008, the residential mortgage market in the United States has experienced a variety of unprecedented difficulties and changed economic conditions, including defaults, credit losses and liquidity concerns. Many of these conditions are expected to continue in 2016 and beyond. These factors as well as unprecedented Federal Reserve involvement in the MBS and Treasury markets have impacted investor perception of the risk associated with real estate related assets, including mortgage-related investments. As a result, values for these assets have experienced a certain amount of volatility. Further increased volatility and deterioration in the broader residential mortgage and mortgage-backed securities markets may adversely affect the performance and market value of AGNC's agency securities. AGNC invests predominantly in agency securities and relies on its agency securities as collateral for its financings. Any decline in their value, or perceived market uncertainty about their value, may make it difficult for AGNC to obtain financing on

favorable terms or at all, or maintain its compliance with terms of any financing arrangements already in place.

Any credit ratings assigned to AGNC's investments will be subject to ongoing evaluations and revisions and there can be no assurance that those ratings will not be downgraded.

AGNC Manager's due diligence of potential investments may not reveal all of the potential liabilities associated with such investments and may not reveal other weaknesses in such investments, which could lead to investment losses.

The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between these agencies and the U.S. Government, may adversely affect the agency mortgage portion of AGNC's business. Although the U.S. Government has committed to support the positive net worth of Fannie Mae and Freddie Mac, they could default on their guarantee obligations, which would materially and adversely affect the value of AGNC's agency securities. Accordingly, if these government actions are inadequate and Fannie Mae and Freddie Mac continue to suffer losses or cease to exist, AGNC's business, operations and financial condition could be materially and adversely affected.

**DISCIPLINARY INFORMATION [Item 9]**

There are no legal or disciplinary events involving AGNC Manager or its management persons required to be disclosed pursuant to this Item 9.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS [Item 10]**

Bethesda Securities, LLC, a wholly-owned subsidiary of AGNC, is registered with FINRA as a broker-dealer, and certain employees of AGNC Manager are registered representatives of Bethesda Securities. As of the date of filing this brochure, Bethesda Securities has not commenced operations.

Neither AGNC Manager nor any of its management persons is registered as a registered futures commission merchant or commodity pool operator. AGNC Manager is exempt from registration as a commodity trading advisor.

As described in Item 4 and Item 6, both AGNC Manager and MTGE Manager are indirectly wholly-owned by AGNC. Certain of the employees of the parent company of AGNC Manager provide services to both AGNC Manager and MTGE Manager. Thus, such personnel may have conflicts in allocating their time and services between MTGE and AGNC and may spend substantially all of their business time on one or the other.

As described in Item 6, AGNC Manager occasionally evaluates potential investment opportunities in agency securities which are eligible investments for both AGNC and MTGE. Thus, the parent company of AGNC Manager and MTGE Manager has adopted a policy to ensure that such investment opportunities will, to the extent practicable, be allocated between AGNC and MTGE on a basis that over a period of time is fair and equitable to each fund, taking into account all relevant facts and circumstances.

AGNC Manager permits its principals, officers, employees and supervised persons (“Covered Persons”) to engage in personal securities transactions, subject to compliance with AGNC Manager’s Code of Ethics, as described in Item 11.

AGNC Manager does not recommend or select other third-party investment advisers for its clients. Except as described herein, AGNC Manager does not have other business relationships with other advisers that create a material conflict of interest.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING [Item 11]**

AGNC Manager has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act, which includes formal personal trading policies and procedures generally requiring, among other things, all Covered Persons and certain family members and other related persons to file with AGNC Manager’s Chief Compliance Officer certain reports concerning their personal securities holdings and transactions and, subject to certain exceptions, to obtain pre-clearance for purchasing and selling “covered securities.” All Covered Persons are also required to report any violations of the Code to AGNC Manager’s Chief Compliance Officer.

The Code provides that no Covered Person may, in breach of any fiduciary duty he or she owes to AGNC, engage directly or indirectly in any business investment in a manner detrimental to AGNC or use confidential information gained by reason of his or her employment by or affiliation with AGNC Manager in a manner detrimental to AGNC.

AGNC Manager and the Covered Persons owe a fiduciary duty of care, loyalty, honesty and good faith to AGNC. The Code further obligates each Covered Person to:

- Observe all laws and regulations
- Avoid conflicts of interest
- Maintain accurate and complete company records, and
- Protect confidential information

Any client or prospective client or investor or prospective investor in AGNC may obtain a copy of the Code upon request.

The Code includes policies and procedures concerning “inside information” that are designed to prevent the misuse of material, non-public information (“Inside Information”). Covered Persons are required to comply with the Code, including these policies, and may be asked to certify their compliance on a periodic basis. The Code prohibits AGNC Manager and Covered Persons from trading for AGNC or themselves, or recommending trading, in securities of AGNC while in possession of Inside Information about AGNC, and from disclosing such information to any person not entitled to receive it.

AGNC Manager permits its employees and other related persons to engage in personal securities transactions, subject to compliance with its Code. No such person shall purchase or sell, directly or indirectly, any covered security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial ownership and that he or she knows or should have known at the time of such purchase or sale is being considered for purchase or sale by AGNC Manager or is being purchased or sold by AGNC Manager.

From time to time, AGNC Manager may cause AGNC to engage in “cross trades” via the purchase of a portfolio investment from or sale of a portfolio investment to MTGE, provided that the sale or purchase is consistent with AGNC Manager’s fiduciary obligations and otherwise complies with applicable law and AGNC Manager’s policies.

## **BROKERAGE PRACTICES [Item 12]**

Trades in agency securities are typically made through broker-dealers that, acting as principal, charge markups, markdowns or other charges in connection with such trades. These broker-dealers do not charge commissions. Thus, it is obtaining or selling securities at the best price under the circumstances that defines AGNC Manager's objective in seeking best execution. AGNC Manager seeks best execution for AGNC's securities transactions by identifying appropriate broker-dealers through which to effect such transactions. In seeking best execution, AGNC Manager evaluates, on an ongoing basis, the prices that are available in the broker-dealer markets. AGNC Manager generally considers the following factors, among others, in selecting and approving broker-dealers that may compete for AGNC Manager's business: (i) quality of execution—accurate and timely execution, clearance and cooperation in resolving errors and disputes; (ii) reputation; (iii) reliability, both historically and as an ongoing matter; (iv) willingness to execute difficult transactions; (v) access to underwritten offerings of fixed income securities; (vi) nature of the security and availability of market makers; (vii) desired timing of transactions and size of trades; (viii) confidentiality of trading activity, particularly in less liquid sectors; (ix) market intelligence and knowledge regarding trading activity; (x) ability to settle trades; (xi) a salesperson's ability to harness his or her firm's resources to the benefit of AGNC; and (xii) research capabilities.

AGNC Manager may also use electronic trading systems to execute trades. These systems charge transaction fees that are included in the price of the security.

AGNC Manager does not participate in "soft dollar" arrangements under which AGNC Manager "pays up" (in the form of higher markups, markdowns or commissions charged for AGNC fixed income trades) for research in connection with fixed income trades. AGNC Manager may, however, receive research (including proprietary research) from various broker-dealers through which it may execute trades where AGNC Manager's receipt of the research does not result in additional cost to AGNC. Research so obtained results in an economic benefit to AGNC Manager, and AGNC Manager does not account for the value of this research. AGNC Manager generally uses the research to assist it in its investment decision-making process, but this research may not be used for AGNC. AGNC Manager may have an incentive to select or recommend a broker-dealer based on AGNC Manager's interest in receiving the research or other products or services, rather than on AGNC's interest in receiving most favorable execution.

AGNC Manager does not participate in directed brokerage arrangements.



### **REVIEW OF ACCOUNTS [Item 13]**

AGNC Manager monitors each investment of AGNC on an ongoing basis. In addition, AGNC Manager conducts periodic reviews in order to assess trends that may impact an individual investment's ability to generate cash, profitability, asset values, financing needs, potential liability and ability to service any debts.

AGNC Manager provides AGNC's Board of Directors with quarterly reports, which typically include, among other information, holdings and transaction information, performance and risk analysis, brokerage allocation, accounting data, portfolio reviews and distribution information. AGNC Manager also provides additional information or reports as requested by the board. AGNC's shareholders may obtain annual and quarterly reports as filed with the SEC and attend an annual shareholder meeting.

**CLIENT REFERRALS AND OTHER COMPENSATION [Item 14]**

AGNC Manager does not provide compensation for client referrals to any person who is not its supervised person.

**CUSTODY [Item 15]**

It is AGNC Manager's general policy to not have physical custody of any client assets.

To the extent that AGNC Manager might otherwise be deemed to have custody, AGNC Manager will operate on reliance upon the reporting requirement exemption in the Custody Rule with respect to AGNC by causing AGNC to distribute audited financial statements annually, prepared in accordance with GAAP, to shareholders no later than 120 days after the end of each fiscal year.

## **INVESTMENT DISCRETION [Item 16]**

Subject to the investment objectives, policies and restrictions of AGNC as set forth in its prospectus, AGNC Manager has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold by AGNC, including the selection of, and commissions paid to, broker-dealers, if applicable.

## **VOTING CLIENT SECURITIES [Item 17]**

To the extent AGNC holds voting securities, AGNC Manager has been delegated the authority to vote proxies regarding AGNC portfolio securities. To the extent that AGNC Manager does vote proxies, they will be voted in AGNC's best interests and according to AGNC Manager's policy.

AGNC Manager's proxy voting policy sets forth general guidelines for reviewing proxy issues, and requires the AGNC Manager's officers to consult with each other and AGNC's investment team in determining how to vote a particular proxy. The proxy voting policy also sets forth specific records retention requirements related to any proxies that are voted on behalf of AGNC. If a potential conflict of interest in respect of a particular proxy situation is identified, AGNC may elect to resolve it by following the recommendation of a disinterested third party, by seeking the direction of AGNC's disinterested directors or, in extreme cases, by abstaining from voting. AGNC may not direct the AGNC Manager's vote in a particular proxy solicitation.

A copy of the proxy voting policy and/or record of how proxies, if any, have been voted are available to clients upon request.

**FINANCIAL INFORMATION [Item 18]**

AGNC Manager does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. AGNC Manager is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has AGNC Manager been the subject of a bankruptcy petition at any time during the past ten years.