

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Annaly Capital Management Inc.		22-3479661	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Investor Inquiries	1-888-826-6259	investor@annaly.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1211 Avenue of the Americas, 41st Fl		New York, NY 10036	
8 Date of action	9 Classification and description		
See Part II, Line 14	Common Stock - Distribution		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
035710839(See Note 1)	N/A	NLY	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► During the year ended December 31, 2022, the issuer distributed amounts to its shareholders, a portion of which constituted a non-taxable return of capital. The return of capital on a per share basis is as follows:

CUSIP	Record Date	Distribution Date	Amount per Share
035710409*	12/31/2021	01/31/2022	\$0.02975
035710409*	03/31/2022	04/29/2022	\$0.02975
035710409*	06/30/2022	07/29/2022	\$0.02975
035710839	09/30/2022	10/31/2022	\$0.11900

*The information reported for distributions paid prior to the Reverse Split under CUSIP 035710409 during January 2022 through July 2022 reflect the distribution amounts as declared and have not been adjusted for the Reverse Split.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► A portion of the distribution made by Annaly Capital Management Inc. in 2022 attributable to the 2022 tax year is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2). The return of capital on a per share basis is listed in the table above.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Annaly Capital Management Inc. calculated Earnings and Profits in accordance with IRC Section 312, as modified by IRC Section 857(d) for a Real Estate Investment Trust and the regulations thereunder. The amount of distributions in excess of Earnings and Profits reduces shareholders' basis in its share of stock to the extent of basis.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Sections 301, 312 and 316.

18 Can any resulting loss be recognized? ► No loss can be recognized by the common shareholders as a result of the return of capital.
Upon sale by the common shareholder, a per share loss would be recognized to the extent the sale price falls below the diminished basis.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reporting tax year is the year ended December 31, 2022.

Please note: Information for shareholders is published on the company's website under investor relations and distributed via the transfer agent. All shareholders were informed on a timely basis of the return of capital.

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

S. Wolfe

Date ►

1/23/23

Print your name ► Serena Wolfe

Title ► Chief Financial Officer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054