

Schwartz Harold E  
Form 4  
February 04, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schwartz Harold E

(Last) (First) (Middle)

C/O MFA FINANCIAL, INC., 350  
PARK AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MFA FINANCIAL, INC. [MFA]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/01/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Underlying<br>Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------|

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| (Instr. 3)        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                   |     |                     |                    |                 | (Instr. 9)                          |
|-------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|-------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                   |                                    |                  | Code       | V                                                                | (A)               | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Shares | <u>(1)</u>                         | 02/01/2019       | A          |                                                                  | 12,000            |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 12,000                              |
| Phantom<br>Shares | <u>(1)</u>                         | 02/01/2019       | A          |                                                                  | 18,000<br>(3) (4) |     | <u>(3)(4)</u>       | <u>(3)(4)</u>      | Common<br>Stock | 18,000<br>(3) (4)                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                       |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer               | Other |
| Schwartz Harold E<br>C/O MFA FINANCIAL, INC.<br>350 PARK AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022 |               |           | Senior Vice President |       |

## Signatures

/s/ Harold E.  
Schwartz

02/04/2019

**\*\*Signature of** \_\_\_\_\_ **Date** \_\_\_\_\_  
**Reporting Person**

### Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- (2) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2021, and thereafter will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a

- (3) pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2021, based on MFA's absolute total stockholder return (TSR) and MFA's TSR as compared to the TSR of a designated peer group of companies, in each case for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA's common stock during the vesting period in respect of the number of phantom shares that ultimately vest.

- (4) The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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