

Arlington Asset Investment Corp.  
Form 8-A12B  
March 18, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**ARLINGTON ASSET INVESTMENT CORP.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Virginia**

**54-1873198**

**(State of incorporation or organization)**

**(I.R.S. Employer Identification No.)**

**1001 Nineteenth Street North**

**Arlington, VA**

**22209**

**(Address of Principal Executive Offices of Registrant) (Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b><u>to be so Registered</u></b>	<b><u>Each Class is to be Registered</u></b>

**6.750% Notes due 2025 New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-193478**

Securities to be registered pursuant to Section 12(g) of the Act: None.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the general terms and provisions of the 6.750% Notes due 2025 of Arlington Asset Investment Corp. (the "Registrant"), to be registered hereby, contained under the heading "Description of Debt Securities" in the Registrant's Registration Statement on Form S-3 (No. 333-193478) (the "Registration Statement") and under the heading "Description of Notes" in the Registrant's Prospectus Supplement, dated March 11, 2015, to the Prospectus contained in the Registration Statement and filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, are incorporated by reference herein.

### Item 2. Exhibits.

#### Exhibit Description

- |     |                                                                                                                                                                                                                                                           |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Indenture, dated as of May 1, 2013, between the Registrant and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Registrant on May 1, 2013).                    |
| 4.2 | First Supplemental Indenture, dated as of May 1, 2013, between the Registrant and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by the Registrant on May 1, 2013). |
| 4.3 | Second Supplemental Indenture, dated as of March 18, 2015, between the Registrant, Wells Fargo Bank, National Association, as Trustee and The Bank of New York Mellon, as Series Trustee.                                                                 |
| 4.4 | Form of 6.750% Notes due 2025 (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by the Registrant on March 17, 2015).                                                                                                     |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 18, 2015

ARLINGTON ASSET INVESTMENT CORP.

By: /s/ Kurt R. Harrington  
Name: Kurt R. Harrington  
Title: Executive Vice President, Chief Financial  
Officer and Treasurer

INDEX TO EXHIBITS

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