

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION  
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. \_\_)

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**DYNEX CAPITAL, INC.**

(Name of Registrant as Specified In Its Charter)

**N/A**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies: **N/A**
  - 2) Aggregate number of securities to which transaction applies: **N/A**
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): **N/A**
  - 4) Proposed maximum aggregate value of transaction: **N/A**
  - 5) Total fee paid: **N/A**
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid: **N/A**
  - 2) Form, Schedule or Registration Statement No.: **N/A**
  - 3) Filing Party: **N/A**
  - 4) Date Filed: **N/A**
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On June 15, 2010, Dynex Capital, Inc. mailed the following communication to holders of its Series D 9.50% Cumulative Convertible Preferred Stock:

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June 15, 2010

**YOUR VOTE IS IMPORTANT**

Dear Preferred Shareholder:

As you may be aware, at the 2010 Annual Meeting of Shareholders of Dynex Capital, Inc., (the "Company") the number of shares present of the Company's Series D 9.50% Cumulative Convertible Preferred Stock (preferred stock) was not sufficient to establish a quorum to conduct the business of the Annual Meeting, namely the election of Leon A. Felman and Barry Igdaloff as directors to serve for a one year period until the 2011 Annual Meeting of Shareholders.

We have adjourned the Annual Meeting until 9:00 a.m., Eastern Time, on Wednesday July 14, 2010 with respect to the preferred stock. The purpose of the adjournment is to allow time for those preferred shareholders who have not yet submitted a proxy to cast their vote. The adjourned meeting will be held at the Company's headquarters at 4991 Lake Brook Drive, Suite 100 in Glen Allen, Virginia.

**EVERY VOTE COUNTS**

**If you have not voted your proxy for your preferred shares, please cast your vote as soon as possible. Your vote is needed to achieve a quorum so that we may proceed with the election of directors on July 14, 2010 with respect to the preferred stock.**

Please contact the Company's Investor Relations at 804-217-5897 with requests for additional material or questions about the adjournment, the election of directors with regard to preferred stock, or how to submit a preferred proxy.

As July 14, 2010 is fast approaching, we urge you to vote via Internet or telephone in order to expedite the voting process.

Thank you for your support,

A handwritten signature in black ink, appearing to read "Stephen J. Benedetti", written over a horizontal line.

Stephen J. Benedetti  
Executive Vice President  
Dynex Capital, Inc.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

We encourage you to take advantage of Internet or telephone voting.  
Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 PM Eastern Time on May 11, 2010.



**INTERNET**  
<http://www.proxyvoting.com/dx>  
Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

**OR**  
**TELEPHONE**  
**1-866-540-5760**  
Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

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▼ FOLD AND DETACH HERE ▼

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTIONS ARE INDICATED, THIS PROXY WILL NOT BE VOTED.

Please mark your votes as indicated in this example

|                                 | FOR ALL                  | WITHHOLD FOR ALL         | *FOR ALL WITH EXCEPTION  |
|---------------------------------|--------------------------|--------------------------|--------------------------|
| <b>I. ELECTION OF DIRECTORS</b> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Nominees:  
01 Leon A. Felman  
02 Barry Igdaloff

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, mark the "For All With Exception" box above and write that nominee's name in the space provided below.)

\*For All With Exception \_\_\_\_\_

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL NOMINEES LISTED IN ITEM I.



Mark Here for Address Change or Comments SEE REVERSE

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

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**You can now access your Dynex Capital, Inc. account online.**

Access your Dynex Capital, Inc. account online via Investor ServiceDirect® (ISD).

BNY Mellon Shareowner Services, the transfer agent for Dynex Capital, Inc., now makes it easy and convenient to get current information on your shareholder account.

- View account status
- View certificate history
- View book-entry information
- View payment history for dividends
- Make address changes
- Obtain a duplicate 1099 tax form

Visit us on the web at <http://www.bnymellon.com/shareowner/isd>  
For Technical Assistance Call 1-877-978-7778 between 9am-7pm  
Monday-Friday Eastern Time

Investor ServiceDirect®  
Available 24 hours per day, 7 days per week  
TOLL FREE NUMBER: 1-800-370-1163

Choose MLink<sup>SM</sup> for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to Investor ServiceDirect® at [www.bnymellon.com/shareowner/isd](http://www.bnymellon.com/shareowner/isd) where step-by-step instructions will prompt you through enrollment.

**Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders.** The Proxy Statement and the 2009 Annual Report to Shareholders are available at: <http://www.proxyvoting.com/dx>

▼ FOLD AND DETACH HERE ▼

**PROXY – SERIES D PREFERRED STOCK**

**Dynex Capital, Inc.**

**Annual Meeting of Shareholders – May 12, 2010**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY**

The undersigned hereby appoints Stephen J. Benedetti and Alison Griffin, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Dynex Capital, Inc. Series D 9.50% Cumulative Convertible Preferred Stock which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the company to be held May 12, 2010 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the meeting.

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| <b>Address Change/Comments</b><br>(Mark the corresponding box on the reverse side) |
|  |

BNY MELLON SHAREOWNER SERVICES  
P.O. BOX 3550  
SOUTH HACKENSACK, NJ 07606-9250

(Continued and to be marked, dated and signed, on the other side)

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