

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE
Form 8-K
November 21, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 16, 2007

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Federally Chartered Corporation

000-50231

52-0883107

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

3900 Wisconsin Avenue, NW, Washington,
District of Columbia

20016

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

202-752-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 3.02 Unregistered Sales of Equity Securities.

On November 16, 2007, Fannie Mae (formally known as the Federal National Mortgage Association) agreed to sell 20,000,000 shares of its 7.625% Rate Non-Cumulative Preferred Stock, Series R (the "Series R Preferred Stock"), through a syndicate of underwriters led by Lehman Brothers Inc. and Morgan Stanley & Co. Incorporated. The initial public offering price for the Series R Preferred Stock was \$500 million. The underwriting discount for the Series R Preferred Stock was \$5 million and the aggregate proceeds received by Fannie Mae were \$495 million.

Shares of Series R Preferred Stock have no par value and have a stated value and liquidation preference of \$25 per share. If declared, dividends will be payable on March 31, June 30, September 30 and December 31, beginning on December 31, 2007, at the annual rate of 7.625%. Holders of the Series R Preferred Stock are entitled to receive non-cumulative quarterly cash dividends when, as and if declared by Fannie Mae's Board of Directors or an authorized committee thereof. The initial dividend, if declared, will be \$0.2118 per share and will be payable on December 31, 2007. Thereafter, if declared, quarterly dividends will be \$0.4766 per share for each complete quarterly dividend period. On or after November 21, 2012, and subject to certain conditions, Fannie Mae may redeem some or all of the outstanding shares of Series R Preferred Stock for a redemption price of \$25 per share plus an amount equal to the dividend (whether or not that dividend has been declared by the Board of Directors) for the then-current quarterly dividend period, accrued to but excluding the date of redemption. Shares of Series R Preferred Stock rank on a parity with other shares of Fannie Mae's outstanding preferred stock as to dividends and rights upon liquidation.

The preceding summary of the terms of the Series R Preferred Stock is qualified in its entirety by the Certificate of Designation for the Series R Preferred Stock, a copy of which is filed with this report as Exhibit 4.1 and incorporated herein by reference.

The issuance and sale of the Series R Preferred Stock closed on November 21, 2007.

Pursuant to our Charter Act, the shares of the Series R Preferred Stock (and all shares of Fannie Mae preferred stock) are "exempted securities" within the meaning of the Securities Act of 1933, as amended, and other laws administered by the SEC, to the same extent as securities that are obligations of, or are guaranteed as to principal and interest by, the United States. Because shares of Fannie Mae preferred stock are exempted securities, Fannie Mae does not file registration statements with the SEC with respect to offerings of its preferred stock.

Item 9.01 Financial Statements and Exhibits.

The exhibit index filed herewith is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 21, 2007

Federal National Mortgage Association

By: */s/ Stephen M. Swad*

Name: Stephen M. Swad

Title: Executive Vice President and Chief Financial Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Designation of Terms of 7.625% Rate Non-Cumulative Preferred Stock, Series R