

Armour Residential REIT, Inc.  
Form SC 13G/A  
February 14, 2014

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

**SCHEDULE  
13G/A**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
1)\*

ARMOUR  
Residential  
REIT, Inc.  
(Name of Issuer)

Common Stock,  
par value  
\$0.0001 per  
share  
(Title of Class of  
Securities)

042315101  
(CUSIP Number)

December 31,  
2013  
(Date of event  
which requires  
filing of this  
statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|          |   |
|----------|---|
| <b>1</b> | NAMES OF REPORTING PERSONS  |
|          | Highbridge International LLC                                      |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                  |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                 |
|          | Cayman Islands, British West Indies                               |
| <b>5</b> | SOLE VOTING POWER   |
|          | 0 SHARED VOTING POWER   |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| <b>7</b> | 0 SOLE DISPOSITIVE POWER  |
|          | 0 SHARED DISPOSITIVE POWER  |
| <b>8</b> |   |
|          | 0   |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON      |
|          | 0   |

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
**11** BY AMOUNT IN  
ROW (9)

0%  
TYPE OF  
REPORTING  
**12** PERSON

OO

|           |   |
|-----------|---|
| <b>1</b>  | NAMES OF REPORTING PERSONS  |
|           | Highbridge Capital Management, LLC                                |
| <b>2</b>  | CHECK THE APPROPRIATE .. BOX IF A (a) ..                          |
|           | MEMBER (b) .. OF A GROUP  |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                 |
|           | State of Delaware   |
| <b>5</b>  | SOLE VOTING POWER   |
|           | 0 SHARED VOTING POWER   |
| <b>6</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
|           | 0 SOLE DISPOSITIVE POWER  |
| <b>7</b>  |   |
|           | 0 SHARED DISPOSITIVE POWER  |
| <b>8</b>  |   |
|           | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON    |
| <b>9</b>  |   |
|           | 0 ..  |
| <b>10</b> |   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

**12** 0%  
TYPE OF  
REPORTING  
PERSON

OO

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G originally filed on December 17, 2009 (as amended, the "Schedule 13G"), with respect to the shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of ARMOUR Residential REIT, Inc., a Maryland corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b), 2(c), 4(a), 4(b) and 5 in their entirety as set forth below.

**Item 2(a). NAME OF PERSON FILING:**

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

**Item 2(c). CITIZENSHIP:**

This statement is filed by:

Highbridge International LLC

c/o Highbridge Capital Management, LLC

(i) 40 West 57th Street, 33rd Floor

New York, New York 10019

Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC

40 West 57th Street, 33rd Floor

(ii)

New York, New York 10019

Citizenship: State of Delaware

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

**Item 4. OWNERSHIP.**

(a) Amount beneficially owned: 0

(b) Percent of class: 0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]



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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ John Oliva

Name: John Oliva

Title: Managing Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva

Name: John Oliva

Title: Managing Director