

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 6, 2024**

**ELLINGTON FINANCIAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34569**  
(Commission File Number)

**26-0489289**  
(IRS Employer Identification No.)

**53 Forest Avenue  
Old Greenwich, CT 06870**

(Address and zip code of principal executive offices)

Registrant's telephone number, including area code: **(203) 698-1200**

**Not Applicable**

(Former Name or 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))

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

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, \$0.001 par value per share	EFC	The New York Stock Exchange
6.750% Series A Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	EFC PR A	The New York Stock Exchange
6.250% Series B Fixed-Rate Reset Cumulative Redeemable Preferred Stock	EFC PR B	The New York Stock Exchange
8.625% Series C Fixed-Rate Reset Cumulative Redeemable Preferred Stock	EFC PR C	The New York Stock Exchange
7.00% Series D Cumulative Perpetual Redeemable Preferred Stock	EFC PRD	The New York Stock Exchange
8.250% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	EFC PRE	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events**

On November 6, 2024, Ellington Financial Inc. (the "Company") announced the redemption (the "Redemption") of all 957,133 outstanding shares of its 8.250% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (the "Series E Preferred Stock") (NYSE: EFC PR A). The Redemption will occur before market open on December 13, 2024 (the "Redemption Date") and the Series E Preferred Stock will be suspended from the New York Stock Exchange ("NYSE") before market open on the Redemption Date. A Form 25 will be filed with the U.S. Securities and Exchange Commission to effect the withdrawal of the listing of the Series E Preferred Stock from the NYSE.

The Series E Preferred Stock redemption price is estimated to be \$25.540558 per share of Series E Preferred Stock, which is equal to the liquidation preference of \$25.00 per share plus \$0.540558 per share representing estimated accrued and unpaid dividends to the Redemption Date.

On November 6, 2024, the Company issued a press release announcing the Redemption and delisting of the Series E Preferred Stock. A copy of the press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed with this Current Report on Form 8-K.

99.1 [Press Release](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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

**ELLINGTON FINANCIAL INC.**

Date: November 6, 2024

By: /s/ JR Herlihy  
JR Herlihy  
Chief Financial Officer

## Ellington Financial Announces Redemption of its Series E Preferred Stock

OLD GREENWICH, Conn., November 6, 2024—Ellington Financial Inc. (NYSE: EFC) (the "Company") today announced that its Board of Directors has authorized the redemption of all 957,133 outstanding shares of its Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (the "Series E Preferred Stock") (NYSE: EFC PRE).

The anticipated redemption date is December 13, 2024 (the "Redemption Date"). The Series E Preferred Stock redemption price is estimated to be \$25.540558 per share of Series E Preferred Stock, which is equal to the liquidation preference of \$25.00 per share plus \$0.540558 per share representing estimated accrued and unpaid dividends to the Redemption Date. Once redeemed, the Series E Preferred Stock will no longer be deemed outstanding, dividends will cease to accumulate and all rights of the holders of the Series E Preferred Stock with respect to the Series E Preferred Stock will cease.

In conjunction with the planned redemption, the Series E Preferred Stock will be suspended from the New York Stock Exchange ("NYSE") before market open on the anticipated redemption date of December 13, 2024. A Form 25 will be filed with the Securities and Exchange Commission to effect the withdrawal of the listing of the Series E Preferred Stock from the NYSE.

All shares of the Series E Preferred Stock are held through the Depository Trust Company ("DTC") and shares will be redeemed in accordance with the procedures of DTC. Payment to DTC for the Series E Preferred Stock will be made by Equiniti Trust Company, LLC, as redemption agent (the "Redemption Agent") in the usual manner. The address for the Redemption Agent is as follows:

Equiniti Trust Company, LLC  
Operations Center, Attn: Reorganization Department  
55 Challenger Road, Suite 200  
Ridgefield Park, New Jersey 07660

Any questions may be directed to the Redemption Agent toll-free at 718-921-8317.

This press release does not constitute a notice of redemption under the certificate of designation governing the Series E Preferred Stock.

### *Cautionary Statement Regarding Forward-Looking Statements*

*This press release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve numerous risks and uncertainties. The Company's actual results may differ from its beliefs, expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements are not historical in nature and can be identified by words such as "believe," "expect," "anticipate," "estimate," "project," "plan," "continue," "intend," "should," "would," "could," "goal," "objective," "will," "may," "seek" or similar expressions or their negative forms, or by references to strategy, plans, or intentions. Forward-looking statements are based on our beliefs, assumptions and expectations of our future operations, business strategies, performance, financial condition, liquidity and prospects, taking into account information currently available to us. These beliefs, assumptions, and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity, results of operations and strategies may vary materially from those expressed or implied in our forward-looking statements. The following factors are examples of those that could cause actual results to vary from our forward-looking statements: changes in interest rates and the market value of the Company's investments, market volatility, changes in mortgage default rates and prepayment rates, the Company's ability to borrow to finance its assets, changes in government regulations affecting the Company's business, the Company's ability to maintain its exclusion from registration under the Investment Company Act of 1940, the Company's ability to maintain its qualification as a real estate investment trust, or "REIT," and other changes in market conditions and economic trends, such as changes to fiscal or monetary policy, heightened inflation, slower growth or recession, and currency fluctuations. Furthermore, forward-looking statements are subject to risks and uncertainties, including, among other things, those described under Item 1A of the Company's Annual Report on Form 10-K, which can be accessed through the Company's website at [www.ellingtonfinancial.com](http://www.ellingtonfinancial.com) or at the SEC's website ([www.sec.gov](http://www.sec.gov)). Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected or implied may be described from time to time in reports the Company files with the SEC, including reports on Forms 10-Q, 10-K and 8-K. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.*

*This release and the information contained herein do not constitute an offer of any securities or solicitation of an offer to purchase securities.*

**About Ellington Financial**

Ellington Financial invests in a diverse array of financial assets, including residential and commercial mortgage loans and mortgage-backed securities, reverse mortgage loans, mortgage servicing rights and related investments, consumer loans, asset-backed securities, collateralized loan obligations, non-mortgage and mortgage-related derivatives, debt and equity investments in loan origination companies, and other strategic investments. Ellington Financial is externally managed and advised by Ellington Financial Management LLC, an affiliate of Ellington Management Group, L.L.C.