CAPSTEAD MORTGAGE CORP
Form SC 13D/A
March 20, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 8)

CAPSTEAD MORTGAGE CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE $0.01 PER SHARE

(Title of Class of Securities)

14067E 40 7

(CUSIP Number)

Randal A. Nardone
Chief Operating Officer and Secretary
Fortress Registered Investment Trust
sole member of Fortress CAP LLC
1251 Avenue of the Americas
New York, New York 10020
(212) 798-6100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

J. Gregory Milmoe
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000

March 19, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d(f) or 13d-1(g), check the following box |_|.

(Page 1 of 13 Pages)

CUSIP No. 14067E 40 7 13D Page 2 of 13 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress CAP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| Not applicable (b) |_|
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			
	7	SOLE VOTING POWER	- 0 -
	8	SHARED VOTING POWER	- 3,208,259 -
	9	SOLE DISPOSITIVE POWER	- 0 -
	10	SHARED DISPOSITIVE POWER	- 3,208,259 -

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 3,208,259 -
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.0% (based on 13,965,489 shares of Common Stock outstanding as of February 20, 2003)
14	TYPE OF REPORTING PERSON CO

CUSIP No. 14067E 40 7 13D Page 3 of 13 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Registered Investment Trust
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| Not applicable (b) |_|
3	SEC USE ONLY

4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		|_|
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	- 0 -
	8	SHARED VOTING POWER	- 3,208,259 -
	9	SOLE DISPOSITIVE POWER	- 0 -
	10	SHARED DISPOSITIVE POWER	- 3,208,259 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 3,208,259 -		
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14	TYPE OF REPORTING PERSON CO		

CUSIP No. 14067E 40 7 13D Page 4 of 13 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Investment Fund LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP Not applicable	(a) (b)	|_| |_|
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		|_|
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER	- 0 -
	8	SHARED VOTING POWER	- 3,208,259 -

REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 3,208,259 -

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 3,208,259 -
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|
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14	TYPE OF REPORTING PERSON CO

CUSIP No. 14067E 40 7 13D Page 5 of 13 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Investment Group LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| Not applicable (b) |_|
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 3,208,259 -
	9	SOLE DISPOSITIVE POWER - 0 -
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February 20, 2003)

14	TYPE OF REPORTING PERSON CO

CUSIP No. 14067E 40 7 13D Page 6 of 13 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Principal Investment Holdings LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP Not applicable	(a) |_| (b) |_|
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	- 0 -
	8	SHARED VOTING POWER	- 3,208,259 -
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14	TYPE OF REPORTING PERSON CO		

This Amendment No. 8 (this "Amendment") to the Statement on Schedule 13D dated January 21, 2000, as amended by Amendment No. 1 thereto dated February 22, 2000, Amendment No. 2 thereto dated July 12, 2000, Amendment No. 3 thereto dated September 8, 2000, Amendment No. 4 thereto dated October 31, 2000, Amendment No. 5 thereto dated December 28, 2000, Amendment No. 6 thereto dated November 29, 2001 and Amendment No. 7 thereto dated February 28, 2003 (as so amended, the "Schedule 13D") filed by Fortress CAP LLC, a Delaware

limited liability company ("Fortress CAP"), Fortress Registered Investment Trust, a Delaware business trust ("Fortress Trust"), Fortress Investment Fund LLC, a Delaware limited liability company ("Fortress Fund"), Fortress Investment Group LLC, a Delaware limited liability company ("Fortress Group"), and Fortress Principal Investment Holdings LLC, a Delaware limited liability company ("FPIH"), relates to the common stock, par value $0.01 per share (the "Common Stock"), of Capstead Mortgage Corporation, a Maryland corporation ("Capstead"). This Amendment is filed jointly by Fortress CAP, Fortress Trust, Fortress Fund, Fortress Group and FPIH (collectively, the "Reporting Persons"). All capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 4.

Item 4 of the Schedule 13D is hereby amended and supplemented to add the following:

On March 4, 2003, Fortress CAP sold 65,000 shares of Common Stock at $12.5015 per share, yielding aggregate net proceeds of $812,597.50. On March 5, 2003, Fortress CAP sold 8,900 shares of Common Stock at $12.5118 per share, yielding aggregate net proceeds of $111,355.02. On March 18, 2003, Fortress CAP sold 1,000 shares of Common Stock at $13.19 per share, yielding aggregate net proceeds of $13,190.00. On March 19, 2003, Fortress CAP sold 66,200 shares of Common Stock at $13.0342 per share, yielding aggregate net proceeds of $862,864.04. Each of these sales was a privately negotiated block transaction. After such sales, Fortress CAP was the direct beneficial owner of 3,208,259 shares of Common Stock, which represents approximately 23.0% of the outstanding Common Stock. The Reporting Persons acquired beneficial ownership of the Capstead securities referenced in this Schedule 13D for investment purposes and for purposes of influencing the business and affairs of Capstead. The Reporting Persons intend to continuously review their investment in Capstead, and may in the future determine to (i) dispose of all or a portion of the securities of Capstead owned by them, (ii) acquire additional securities of Capstead, through open market purchases, private agreements or otherwise, (iii) take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the last paragraph of this Item 4 or (iv) otherwise change their investment intent.

The Reporting Persons expect to make additional dispositions of Common Stock from time to time, in light of their investment goals, subject to market conditions. Notwithstanding anything contained herein to the contrary, the Reporting Persons specifically reserve the right to change their intentions with respect to any or all of such matters. In reaching any decision as to their course of action (as well as to the specific elements thereof), the Reporting Persons currently expect that they would take into consideration a variety of factors, including, but not limited to, Capstead's financial condition, business, operations and prospects, other developments concerning Capstead and the mortgage business generally, other business opportunities available to the Reporting Persons, other developments with respect to the business of the Reporting Persons, general economic conditions and money and stock market conditions, including the market price of the securities of Capstead.

Other than as described herein, none of the Reporting Persons has any present plans or proposals which relate to or would result

in: (a) the acquisition by any person of additional securities of Capstead or the disposition of securities of Capstead; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Capstead or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of Capstead or any of its subsidiaries; (d) any change in the Board of Directors or management of Capstead, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of Capstead; (e) any material change in the present capitalization or dividend policy of Capstead; (f) any other material change in Capstead's business or corporate structure; (g) changes in Capstead's articles of incorporation, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of Capstead by any person; (h) a class of securities of Capstead being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of Capstead becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to those enumerated above.

Item 5.

Item 5 of the Schedule 13D is hereby amended and supplemented to add the following:

As a result of the March 4, 2003 sale of 65,000 shares of Common Stock, the March 5, 2003 sale of 8,900 shares of Common Stock, the March 18 sale of 1,000 shares of Common Stock and the March 19, 2003 sale of 66,200 shares of Common Stock by the Reporting Persons in privately negotiated block sales as described above, Fortress CAP is now the direct beneficial owner of 3,208,259 shares of Common Stock.

SIGNATURE

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

March 20, 2003

FORTRESS CAP LLC

By: /s/ Randal A. Nardone

Randal A. Nardone, as
Chief Operating Officer and Secretary of
Fortress Registered Investment Trust,
sole member of Fortress CAP LLC

SIGNATURE

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

March 20, 2003

FORTRESS REGISTERED
INVESTMENT TRUST

By:/s/ Randal A. Nardone

Randal A. Nardone, as
Chief Operating Officer and
Secretary of Fortress Registered
Investment Trust

SIGNATURE

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

March 20, 2003

FORTRESS INVESTMENT FUND LLC

By: /s/ Randal A. Nardone

Randal A. Nardone, as
Chief Operating Officer and Secretary
of Fortress Fund MM LLC,
managing member of
Fortress Investment Fund LLC

SIGNATURE

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

March 20, 2003

FORTRESS INVESTMENT GROUP LLC

By: /s/ Randal A. Nardone

Randal A. Nardone, as
Chief Operating Officer and
Secretary of Fortress Investment
Group LLC

SIGNATURE

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

March 20, 2003

FORTRESS PRINCIPAL
INVESTMENT HOLDINGS LLC

By: /s/ Randal A. Nardone

Randal A. Nardone, as
Secretary