

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

**FORM 8-A/A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**ELLINGTON FINANCIAL LLC**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

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

**53 Forest Avenue**  
**Old Greenwich, Connecticut**  
(Address of Principal Executive Offices)

**06870**  
(Zip Code)

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

**Title of Each Class  
to be so Registered**  
**Common Shares Representing Limited Liability  
Company Interests, no par value**

**Name of Each Exchange on Which  
Each Class is to be Registered:**  
**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates (if applicable): File No. 333-160562

Securities registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant’s Securities to be Registered.**

A description of the Registrant’s common shares representing limited liability company interests, no par value, is set forth under the caption “Description of Shares” in the prospectus contained in the Registration Statement on Form S-11 (Registration No. 333-160562), as initially filed with the Securities and Exchange Commission on July 14, 2009, as amended (the “Registration Statement”). Such portion of the Registration Statement is incorporated herein by reference.

**Item 2. Exhibits.**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 5, 2010

**ELLINGTON FINANCIAL LLC**

By: \_\_\_\_\_ /s/ Lisa Mumford  
Name: Lisa Mumford  
Title: Chief Financial Officer