

Western Asset Mortgage Capital Corp  
Form 8-K  
June 03, 2016

**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):

June 3, 2016 (June 2, 2016)

**Western Asset Mortgage Capital Corporation**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OF INCORPORATION)

001-35543  
(COMMISSION FILE NUMBER)

27-0298092  
(IRS EMPLOYER ID. NUMBER)

Edgar Filing: Western Asset Mortgage Capital Corp - Form 8-K

385 East Colorado Boulevard  
Pasadena, California  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

91101  
(ZIP CODE)

(626) 844-9400

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

---

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Stockholders for Western Asset Mortgage Capital Corporation (the Company) was held on June 2, 2016. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

1. The nominees for election of Directors, each for a one-year term, were elected based upon the following votes:

| <b>Nominees</b>          | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| James W. Hirschmann, III | 11,137,422       | 1,364,412             | 21,398,045              |
| Jennifer W. Murphy       | 11,772,960       | 728,874               | 21,398,045              |
| Edward D. Fox            | 11,758,169       | 743,665               | 21,398,045              |
| Ranjit M. Kripalani      | 11,753,947       | 747,887               | 21,398,045              |
| M. Christian Mitchell    | 11,750,656       | 751,178               | 21,398,045              |
| Richard W. Roll          | 11,755,282       | 746,552               | 21,398,045              |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was approved based upon the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 32,736,274       | 788,106              | 375,499            | 0                       |

3. The proposal to approve an amendment to the director removal provision of the Company's amended and restated certificate of incorporation was approved based upon the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 31,137,731       | 1,771,038            | 991,110            | 0                       |

---

**SIGNATURE**

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.

WESTERN ASSET MORTGAGE CAPITAL CORPORATION

By: /s/ Adam C. E. Wright  
Name: Adam C. E. Wright  
Title: Assistant Secretary

Date: June 3, 2016

---