

American Capital Agency Corp
Form 8-K
May 03, 2013

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): May 3, 2013 (April 30, 2013)

AMERICAN CAPITAL AGENCY CORP.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 001-34057 | 26-1701984 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 2 Bethesda Metro Center, 14th Floor | | |
| Bethesda, Maryland 20814 | | |
| (Address of principal executive offices) | | |

Registrant's telephone number, including area code:
(301) 968-9300

N/A
(Former name or former 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 30, 2013, American Capital Agency Corp. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”), at the Hyatt Regency Bethesda, 7400 Wisconsin Avenue, Bethesda, Maryland 20814, at 10:30 a.m. (ET). The record date for the Annual Meeting was March 8, 2013. As of the record date, a total of 396,451,470 shares of the Company's common stock, par value \$0.01 per share (“Common Stock”), were entitled to vote at the Annual Meeting. There were 335,580,250 shares of Common Stock present in person or by proxy at the Annual Meeting.

To allow additional time for stockholders to vote on Proposal 2, a proposed amendment to the Company's certificate of incorporation to increase the number of authorized shares of preferred stock from 10,000,000 to 20,000,000 shares, the Annual Meeting with respect to such proposal was adjourned until 9:00 a.m., Eastern Time, on Thursday, May 30, 2013, at the Company's offices at 2 Bethesda Metro Center, 12th Floor, Bethesda, MD 20814.

This Current Report on Form 8-K will be amended to report the final voting results on Proposal 2 once such final results are received by the Company. The final voting results for each of the remaining proposals submitted to a vote of stockholders at the Annual Meeting are set forth below.

1. Election of Directors. The Company's common stockholders voted to elect nine (9) Director Nominees to hold office for a term of one (1) year and until his or her successor is duly elected and qualified.

| Nominee | For | Against | Abstain | Non Votes |
|------------------|-------------|------------|-----------|-------------|
| Malon Wilkus | 162,228,277 | 7,050,303 | 9,024,650 | 157,277,020 |
| John R. Erickson | 152,939,502 | 17,953,309 | 7,410,409 | 157,277,020 |
| Samuel A. Flax | 162,197,588 | 8,656,374 | 7,449,268 | 157,277,020 |
| Alvin N. Puryear | 161,960,310 | 8,892,845 | 7,450,075 | 157,277,020 |
| Robert M. Couch | 167,894,214 | 2,991,921 | 7,417,095 | 157,277,020 |
| Morris A. Davis | 167,903,607 | 2,970,633 | 7,428,990 | 157,277,020 |
| Randy E. Dobbs | 166,366,118 | 4,509,886 | 7,427,226 | 157,277,020 |
| Larry K. Harvey | 166,804,985 | 4,062,308 | 7,435,937 | 157,277,020 |
| Prue B. Larocca | 168,697,332 | 2,160,529 | 7,445,369 | 157,277,020 |

3. Ratification of appointment of Ernst & Young LLP. The Company's common stockholders voted to ratify the appointment of Ernst & Young LLP as the Company's independent public accountant for the year ending December 31, 2013.

| | | |
|-------------|-----------|-----------|
| For | Against | Abstain |
| 324,333,332 | 2,228,632 | 9,018,286 |

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.

AMERICAN CAPITAL AGENCY CORP.

Dated: May 3, 2013

By: /s/ SAMUEL A. FLAX
Samuel A. Flax
Executive Vice President and Secretary