

American Capital Agency Corp
Form 8-K
April 24, 2015

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): April 24, 2015 (April 21, 2015)

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

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

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 21, 2015, American Capital Agency Corp. (the “Company”) held its 2015 Annual Meeting of Stockholders (the “Annual Meeting”), at the Hyatt Regency Bethesda, 7400 Wisconsin Avenue, Bethesda, Maryland 20814, at 11:00 a.m. (ET). The record date for the Annual Meeting was February 26, 2015. As of the record date, a total of 352,788,707 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 289,354,903 shares of Common Stock present in person or by proxy at the Annual Meeting. Set forth below are the matters acted upon by the common stockholders, and the final voting results of each such proposal.

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 | 154,843,623 | 11,179,278 | 3,089,217 | 120,242,785 |
| John R. Erickson | 148,956,056 | 19,242,801 | 913,261 | 120,242,785 |
| Samuel A. Flax | 155,933,350 | 12,355,334 | 823,434 | 120,242,785 |
| Alvin N. Puryear | 155,726,477 | 12,552,870 | 832,771 | 120,242,785 |
| Robert M. Couch | 165,955,374 | 2,358,193 | 798,551 | 120,242,785 |
| Morris A. Davis | 164,608,384 | 3,685,758 | 817,976 | 120,242,785 |
| Randy E. Dobbs | 162,402,185 | 5,896,853 | 813,080 | 120,242,785 |
| Larry K. Harvey | 165,982,819 | 2,313,240 | 816,059 | 120,242,785 |
| Prue B. Larocca | 164,613,764 | 3,686,647 | 811,707 | 120,242,785 |

2. 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, 2015.

| | | |
|-------------|-----------|-----------|
| For | Against | Abstain |
| 284,990,302 | 2,672,978 | 1,691,623 |

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: April 24, 2015

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