

CAPSTEAD MORTGAGE CORP
Form 8-K
May 28, 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: May 27, 2015

(Date of Earliest Event Reported)

CAPSTEAD MORTGAGE CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Maryland 001-08896 75-2027937
(State of Incorporation) (Commission File No.) (I.R.S. Employer Identification No.)

8401 North Central Expressway
Suite 800 75225
Dallas, Texas
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 874-2323

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 230.14a-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 was held on May 27, 2015. As of March 27, 2015, the record date for the annual meeting, there were 95,812,080 shares outstanding and entitled to vote. At the annual meeting 86,935,209 shares, or approximately 90.74% of the eligible voting shares, were represented either in person or by proxy.

At the meeting, the stockholders voted on the following items:

1. Proposal (1) to elect eight nominees to our board of directors to hold office until the next annual meeting of stockholders and until their successors are elected and qualified. The following nominees were elected to the board (constituting the entire board), with the voting results for each nominee as shown:

| Name | For | Against | Withheld/ Abstentions | Broker Non-votes |
|-------------------------|------------|---------|--------------------------|---------------------|
| Jack Bernard | 57,465,831 | 483,707 | 488,852 | 28,496,819 |
| Jack Biegler | 57,554,766 | 393,110 | 490,314 | 28,496,819 |
| Michelle P. Goolsby | 57,558,564 | 386,097 | 493,729 | 28,496,819 |
| Andrew F. Jacobs | 57,519,823 | 447,355 | 471,212 | 28,496,819 |
| Gary Keiser | 57,435,094 | 507,418 | 495,878 | 28,496,819 |
| Christopher W. Mahowald | 57,606,070 | 346,001 | 486,319 | 28,496,819 |
| Michael G. O'Neil | 57,281,248 | 666,137 | 491,005 | 28,496,819 |
| Mark S. Whiting | 57,350,044 | 593,211 | 493,941 | 28,496,819 |

2. Proposal (2) to conduct an advisory (nonbinding) vote to approve our 2014 named executive officers' compensation. This proposal was approved by the votes indicated below:

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|---------------------|
| 56,037,974 | 1,569,083 | 831,333 | 28,496,819 |

3. Proposal (3) to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015. This proposal was approved by the votes indicated below:

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|---------------------|
| 85,142,534 | 1,054,428 | 738,247 | 0- |

SIGNATURES

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.

CAPSTEAD MORTGAGE
CORPORATION

May 28, 2015

By: /s/ Phillip A. Reinsch
Phillip A. Reinsch
Chief Financial Officer and
Executive Vice President
