

Western Asset Mortgage Capital Corp  
Form 8-K  
June 06, 2014

**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 6, 2014 (June 5, 2014)

**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)

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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))

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

The Company's Annual Meeting of Stockholders was held on June 5, 2014. 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 three year term, were elected based upon the following vote:

<b>Nominees</b>	<b>Votes For</b>	<b>Withheld Authority</b>	<b>Broker Non-Votes</b>
Edward D. Fox	9,617,866.90	1,038,806.30	22,422,267.80
James W. Hirschmann	9,136,509.90	1,520,163.30	22,422,267.80
Gavin L. James	10,088,636.90	568,036.30	22,422,267.80
M. Christian Mitchell	10,024,509.90	632,164.30	22,422,267.80
Richard W. Roll	10,031,785.90	624,887.30	22,422,267.80

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, 2014 was approved based upon the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
32,064,887.10	599,656.30	414,397.60	0

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**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/ W. Stephen Venable, Jr.  
Name: W. Stephen Venable, Jr.  
Title: Assistant Secretary

Date: June 6, 2014

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