

LUMINENT MORTGAGE CAPITAL INC

Form 8-K

December 23, 2003

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**Date of report (Date of earliest event reported):**

**December 22, 2003**

**Luminent Mortgage Capital, Inc.**

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(Exact Name of Registrant As Specified in its Charter)

**Maryland**

**012-36309**

**06-0694835**

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(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)

Identification Number)

**909 Montgomery Street, Suite 500**

**San Francisco, California 94133**

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(Address of Principal Executive Offices) (Zip Code)

(415) 486-2110

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(Registrant's telephone number, including area code)

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(Former Name or Former Address, if Changed Since Last Report.)

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**Item 5. Other Events.**

On October 24, 2003, the Board of Directors of Luminent Mortgage Capital, Inc., a Maryland corporation (the Company), elected by resolution to become subject to Section 3-804 of Subtitle 8 of Title 3 of the Maryland General Corporation Law (the MGCL), all as more particularly described in the Articles Supplementary filed as Exhibit 3.1 hereto, which were filed with the State Department of Assessments and Taxation of Maryland on December 22, 2003. Section 3-804 of the MGCL provides, *inter alia*, that notwithstanding any provisions of the Company's charter or bylaws to the contrary, (a) a director may be removed only by a vote of not less than two-thirds (2/3) of all of the votes entitled to be cast on the matter, (b) the number of directors may be set only by the Board of Directors and (c) all vacancies on the Board of Directors may be filled only by a majority of the remaining directors then in office.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

The following exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
3.1	Articles Supplementary of Luminent Mortgage Capital, Inc., dated December 17, 2003.

**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.

LUMINENT MORTGAGE CAPITAL, INC.  
(Registrant)

Date: December 22, 2003

By:

/s/ Christopher J. Zyda

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Christopher J. Zyda  
Senior Vice President and  
Chief Financial Officer

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