

CAPSTEAD MORTGAGE CORP  
Form 8-K/A  
November 04, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**  
**Date of Report: September 11, 2008**  
**(Date of Earliest Event Reported)**  
**CAPSTEAD MORTGAGE CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State of Incorporation)

**001-08896**  
(Commission File No.)

**75-2027937**  
(I.R.S. Employer  
Identification No.)

**8401 North Central Expressway**  
**Suite 800**  
**Dallas, Texas**

**75225**

(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)).
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**Item 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

This Current Report on Form 8-K/A amends Item 5.02 of the Registrant's Current Report on Form 8-K originally dated and filed with the Securities and Exchange Commission on September 11, 2008, solely to include the form of DER grant agreement as Exhibit 10.17 thereto.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(b) Exhibits.

10.17 Form of DER Agreement

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**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**

November 4, 2008

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