
Section 1: 8-K (ANWORTH MORTGAGE ASSET CORPORATION 8-K)

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

May 22, 2019

Date of Report (Date of earliest event reported)

ANWORTH MORTGAGE ASSET CORPORATION.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

001-13709

(Commission File Number)

52-2059785

(IRS Employer Identification No.)

1299 Ocean Avenue, Second Floor, Santa Monica, California

(Address of Principal Executive Offices)

90401

(Zip Code)

(310) 255-4493

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, \$0.01 Par Value | ANH | New York Stock Exchange |
| Series A Cumulative Preferred Stock, \$0.01 Par Value | ANHPR A | New York Stock Exchange |
| Series B Cumulative Convertible Preferred Stock, \$0.01 Par Value | ANHPR B | New York Stock Exchange |
| Series C Cumulative Redeemable Preferred Stock, \$0.01 Par Value | ANHPR C | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933, as amended, or Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02(a). Departure of Directors or Certain Officers.

On May 22, 2019, Mr. Lee A. Ault, III, a director on the board of directors (the “Board”) of Anworth Mortgage Asset Corporation (“Anworth”) and a member of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee of the Board, retired from the Board and each committee. Mr. Ault’s retirement from the Board did not stem from any disagreement with Anworth or its management, operations, policies, or practices. Mr. Ault did not stand for re-election to the Board at Anworth’s 2019 Annual Meeting of Stockholders, and accordingly, his term expired on May 22, 2019, the date of the 2019 Annual Meeting and his retirement from the Board.

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

On May 22, 2019, Anworth held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The following actions were taken at the Annual Meeting, for which proxies were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended:

1. The six nominees proposed by the Board were elected as directors to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified by the following final voting results:

| Nominee | For | Against | Abstain |
|-------------------|------------|-----------|---------|
| Joseph E. McAdams | 44,633,953 | 3,417,288 | 871,905 |
| Joe E. Davis | 41,877,151 | 6,194,834 | 851,161 |
| Robert C. Davis | 44,153,481 | 3,918,205 | 851,460 |
| Lloyd McAdams | 42,768,488 | 5,271,375 | 883,283 |
| Mark S. Maron | 45,969,783 | 2,091,331 | 862,032 |
| Dominique Mielle | 46,356,503 | 1,702,618 | 864,025 |

2. The advisory vote to approve the compensation of our Named Executive Officers was approved. The proposal received the following final voting results: for: 29,123,646; against: 16,768,724; and abstentions: 3,030,776.

3. The ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 was approved. The proposal received the following final voting results: for: 84,215,614; against: 2,895,943; and abstentions: 859,515.

Item 8.01. Other Events.

On May 23, 2019, Anworth issued a press release announcing the final voting results of the Annual Meeting.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

Exhibit 99.1

Press release dated May 23, 2019 announcing the final voting results of Anworth's 2019 Annual Meeting.

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.

ANWORTH MORTGAGE ASSET CORPORATION

Date: May 23, 2019

By: /s/ Charles J. Siegel
Chief Financial Officer

EXHIBIT INDEX

Exhibit #

Description

99.1

Press release dated May 23, 2019 announcing the final voting results of Anworth's 2019 Annual Meeting.

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Anworth Announces Annual Meeting Results

SANTA MONICA, Calif.--(BUSINESS WIRE)--May 23, 2019--Anworth Mortgage Asset Corporation (NYSE: ANH) announced the results of its 2019 Annual Meeting of Stockholders (the "Annual Meeting"), which was held on Wednesday, May 22, 2019. Stockholders of record on the record date of March 11, 2019 were entitled to vote at the Annual Meeting.

The following items were presented for stockholder approval:

- The election of six directors to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified;
- An advisory vote to approve the compensation of our Named Executive Officers; and
- The ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

87,971,072 votes were cast at the Annual Meeting. Of such total votes cast, the proposal for election of each of the Anworth Board of Director's nominee for director passed with affirmative votes exceeding **87.10%** of the votes cast (excluding abstentions and broker non-votes); the advisory vote to approve the compensation of our Named Executive Officers passed with affirmative votes exceeding **63.45%** of the votes cast (excluding abstentions and broker non-votes); and the proposal for ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 passed with affirmative votes exceeding **96.66%** of the votes cast (excluding abstentions but including broker non-votes). The final voting results for each proposal will be filed today with the U.S. Securities and Exchange Commission on a Current Report on Form 8-K and will be available for viewing on our website at <http://www.anworth.com>.

About Anworth Mortgage Asset Corporation

We are an externally-managed mortgage real estate investment trust ("REIT"). We invest primarily in mortgage-backed securities that are either rated "investment grade" or are guaranteed by federally sponsored enterprises, such as Fannie Mae or Freddie Mac. We seek to generate income for distribution to our shareholders primarily based on the difference between the yield on our mortgage assets and the cost of our borrowings. We are managed by Anworth Management LLC (our "Manager"), pursuant to a management agreement. Our Manager is subject to the supervision and direction of our Board and is responsible for (i) the selection, purchase, and sale of our investment portfolio; (ii) our financing and hedging activities; and (iii) providing us with portfolio management, administrative, and other services and activities relating to our assets and operations as may be appropriate. Our common stock is traded on the New York Stock Exchange under the symbol "ANH." Anworth Mortgage Asset Corporation is a component of the Russell 2000® Index.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This news release may contain forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current expectations and speak only as of the date hereof. Forward-looking statements, which are based on various assumptions (some of which are beyond our control) may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "anticipate," "assume," "estimate," "intend," "continue," or other similar terms or variations on those terms or the negative of those terms. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including but not limited to, changes in interest rates; changes in the market value of our mortgage-backed securities; changes in the yield curve; the availability of mortgage-backed securities for purchase; increases in the prepayment rates on the mortgage loans securing our mortgage-backed securities; our ability to use borrowings to finance our assets and, if available, the terms of any financing; risks associated with investing in mortgage-related assets; changes in business conditions and the general economy, including the consequences of actions by the U.S. government and other foreign governments to address various financial and economic issues and our ability to respond to and comply with such actions and changes; implementation of or changes in government regulations affecting our business; our ability to maintain our qualification as a real estate investment trust for federal income tax purposes; our ability to maintain an exemption from the Investment Company Act of 1940, as amended; risks associated with our home rental business; and the Manager's ability to manage our growth. Our Annual Report on Form 10-K and other SEC filings discuss the most significant risk factors that may affect our business, results of operations and financial condition. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

CONTACT:

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