

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 20, 2020
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, 2nd 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 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 5.07. Submission of Matters to a Vote of Security Holders.

On May 20, 2020, Anworth held its 2020 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	43,379,850	3,825,954	798,476
Joe E. Davis	30,296,669	16,926,642	780,969
Robert C. Davis	32,957,535	14,258,013	788,732
Mark S. Maron	34,077,125	13,141,030	786,125
Lloyd McAdams	42,319,591	4,888,697	795,992
Dominique Mielle	33,136,207	14,105,447	762,626

2. The advisory vote to approve the compensation of our Named Executive Officers was approved. The proposal received the following final voting results: for: 26,284,614; against: 20,694,345; and abstentions: 1,025,321.
3. The ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020 was approved. The proposal received the following final voting results: for: 76,797,718; against: 3,950,301; and abstentions: 1,584,808.

Item 8.01. Other Events.

On May 21, 2020, 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 21, 2020 announcing the final voting results of Anworth's 2020 Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 21, 2020

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

EXHIBIT INDEX

<u>Exhibit #</u>	<u>Description</u>
99.1	Press release dated May 21, 2020 announcing the final voting results of Anworth's 2020 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 21, 2020--Anworth Mortgage Asset Corporation (NYSE: ANH) announced the results of its 2020 Annual Meeting of Stockholders (the "Annual Meeting"), which was conducted live over the Internet on Wednesday, May 20, 2020. Stockholders of record on the record date of March 11, 2020 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, 2020.

A total of 82,332,827 votes were cast in connection with 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 **64.14%** 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 **55.93%** 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, 2020 passed with affirmative votes exceeding **95.09%** 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; the scope and duration of the COVID-19 (coronavirus) pandemic, including actions taken by governmental authorities to contain the spread of the virus, and the impact on our business and the general economy; changes in business conditions and the general economy; 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 our 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.

Contacts

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