

Western Asset Mortgage Capital Corp  
Form DEF 14A  
April 21, 2015

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**WESTERN ASSET MORTGAGE CAPITAL CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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- o Fee paid previously with preliminary materials.
  - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

## WESTERN ASSET MORTGAGE CAPITAL CORPORATION

385 EAST COLORADO BOULEVARD  
PASADENA, CALIFORNIA 91101

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 4, 2015

TO THE STOCKHOLDERS OF WESTERN ASSET MORTGAGE CAPITAL CORPORATION:

Notice is hereby given that the Annual Meeting of Stockholders of Western Asset Mortgage Capital Corporation, a Delaware corporation (the "Company"), will be held at the Company's corporate offices; 385 East Colorado Boulevard, Pasadena, California 91101, on June 4, 2015 at 9:00 A.M., local time, for the following purposes, all of which are more completely set forth in the accompanying Proxy Statement:

1. To elect the Board of Directors, with each director serving a one-year term and until his successor is elected and qualified;
2. To ratify the selection of PricewaterhouseCoopers LLP, independent certified public accountants, as auditors for the Company for the year ending December 31, 2015; and
3. To transact such other business as may properly come before the meeting.

Only Stockholders of record at the close of business on April 10, 2015 are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. Stockholders should review the information provided herein in conjunction with the Company's 2014 Annual Report to Stockholders, which accompanies this Proxy Statement.

An additional copy of our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished without charge to any stockholder upon written or oral request to:

WESTERN ASSET MORTGAGE CAPITAL CORPORATION  
Attn: Secretary  
385 East Colorado Boulevard  
Pasadena, California 91101  
Phone: (626) 844-9400

The Company's Proxy Statement and Proxy accompany this notice.

By order of the Board of Directors,

Charles A. Ruys de Perez, *Secretary*

Pasadena, California  
Date: April 21, 2015  
Enclosures

\*\*\*\*YOUR VOTE IS IMPORTANT\*\*\*\*

YOU ARE URGED TO DATE, SIGN, AND PROMPTLY RETURN YOUR PROXY SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES AND IN ORDER THAT THE PRESENCE OF A QUORUM MAY BE ASSURED. THE PROMPT RETURN OF YOUR SIGNED PROXY, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD, WILL AID THE COMPANY IN REDUCING THE EXPENSE OF ADDITIONAL PROXY SOLICITATION. THE GIVING OF SUCH PROXY DOES NOT AFFECT YOUR RIGHT TO VOTE IN PERSON IN THE EVENT YOU ATTEND THE MEETING.

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**  
**Important Notice Regarding the Availability of Proxy Materials for the**  
**Annual Stockholder Meeting to be Held on June 4, 2015**

Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to these proxy statement materials (which includes this proxy statement, a proxy card and our 2014 Annual Report to Stockholders) both by sending you this full set of proxy statement materials, including a proxy card, and by notifying you of the availability of such materials on the Internet.

This proxy statement, the Company's 2014 Annual Report and a proxy card are available at <http://proxy.westernassetmcc.com>.

The Annual Meeting of Stockholders will be held June 4, 2015 at 9:00 A.M. local time at our corporate offices located at 385 East Colorado Boulevard, Pasadena, California 91101. In order to obtain directions to attend the Annual Meeting of Stockholders, please call Charles A. Ruys de Perez, Secretary, at (626) 844-9400. The Proposals to be voted upon at the Annual Meeting of Stockholders, all of which are more completely set forth in this proxy statement, are as follows:

1. To elect the Board of Directors, with each director serving a one-year term and until his successor is elected and qualified; and
2. To ratify the selection of PricewaterhouseCoopers LLP, independent certified public accountants, as auditors for the Company for the year ending December 31, 2015.

Our Board of Directors recommends that you vote "FOR" the approval of all of the Proposals.

For information on how to vote in person at the Annual Meeting of Stockholders, please see the sections entitled "Solicitation and Revocation of Proxy" and "Voting Securities" below.

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**PROXY STATEMENT  
FOR  
ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD JUNE 4, 2015**

This Proxy Statement is furnished in connection with the Annual Meeting of Stockholders of Western Asset Mortgage Capital Corporation (the "Company") to be held June 4, 2015 at 9:00 A.M. local time, or any adjournments or postponements thereof at the Company's corporate offices, 385 East Colorado Boulevard, Pasadena, California 91101. This Proxy Statement and accompanying proxy are first being mailed to stockholders on or about April 21, 2015. A copy of the Company's 2014 Annual Report to Stockholders is being mailed with this Proxy Statement but is not to be regarded as proxy solicitation material.

**SOLICITATION AND REVOCATION OF PROXY**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of the Company to be used at the Annual Meeting of the holders of the Company's common stock, par value \$0.01 per share, to be held June 4, 2015. The enclosed proxy may be revoked at any time before it is exercised by attending and voting in person at the meeting, by giving written notice of revocation to the Secretary of the Company prior to the taking of the vote for which such proxy has been given, or by delivery to the Secretary of the Company of a duly executed proxy bearing a later date. Notice and delivery shall occur upon actual receipt by the Secretary of the Company at its principal place of business. The cost of soliciting proxies will be borne by the Company. In addition to the use of the mails, proxies may be solicited personally, by telephone, or by telegraph by the directors, officers, and employees of the Company, or by the Company's transfer agent. Directors, officers and other employees of the Company will receive no additional compensation for any such further solicitations. Also, the Company will make arrangements with banks, brokerage houses, and other nominees, fiduciaries, and custodians holding shares in their names or in those of their nominees to forward proxy materials to the beneficial owners of shares, and the Company will, upon request, reimburse such entities for their reasonable expenses in sending the proxy materials. In addition, we have engaged Morrow & Co., LLC to assist in soliciting proxies from brokers, banks and other nominee holders of our common stock at a cost of approximately \$6,500, plus reasonable out-of-pocket expenses.

All properly executed unrevoked proxies received in time for the meeting will be voted as specified. If no other indication is made, the proxies will be voted for the election of directors shown as nominees and as recommended by the Board of Directors with regard to all other matters.

**VOTING SECURITIES**

At the close of business on April 10, 2015, there were 41,919,801 shares of common stock outstanding and entitled to vote at the Annual Meeting. The holders of such shares are entitled to one vote for each share of common stock held by them on any matter to be presented at the Annual Meeting, including the election of directors. Only stockholders of record at the close of business on April 10, 2015 are entitled to vote at the Annual Meeting and any adjournment thereof.

The presence at the Annual Meeting, in person or by proxy, of a majority of the outstanding shares of the common stock will constitute a quorum.

**ABOUT THIS PROXY STATEMENT**

In this proxy statement, the terms "we," "our," "us," and "the Company" refers to Western Asset Mortgage Capital Corporation. The Company is externally managed and advised by Western Asset Management Company, which is referred to herein as "our Manager."

**HOUSEHOLDING**

In order to reduce printing and postage costs, we have undertaken an initiative to deliver only one copy of the Company's 2014 Annual Report to Stockholders and one copy of the Proxy Statement to multiple stockholders sharing an address. This delivery method, called "householding," will not be used, however, if we receive contrary instructions from one or more of the stockholders sharing an address. If your household has received only one copy of these materials, we will deliver promptly a separate copy of each of the Company's 2014 Annual Report to Stockholders and the Proxy Statement to any stockholder who sends a written request to the Secretary, Western Asset Mortgage Capital Corporation, 385 East Colorado Boulevard, Pasadena, California 91101. You may also contact our Secretary at (626) 844-9400. You may also notify us that you would like to receive separate copies of the Company's Annual Report and proxy statement in the future by writing to our Secretary. Even if your household has received only one copy of the Company's 2014 Annual Report to Stockholders and one copy of the Proxy Statement, a separate proxy card has been provided for each stockholder account. If you are submitting a proxy by mail, each proxy card should be marked, signed, dated and returned in the enclosed self-addressed envelope.

If your household has received multiple copies of the Company's 2014 Annual Report to Stockholders and Proxy Statement, you can request the delivery of single copies in the future by marking the designated box on the enclosed proxy card.

**SPECIAL NOTE TO  
STOCKHOLDERS HOLDING SHARES  
WITH THEIR BROKER**

**THE NEW YORK STOCK EXCHANGE AND NASDAQ NOW PROHIBIT YOUR BROKER FROM VOTING YOUR SHARES IN ROUTINE ELECTIONS FOR DIRECTORS, FOR MATTERS RELATED TO EXECUTIVE COMPENSATION OR ANY OTHER SIGNIFICANT MATTER, AS DETERMINED BY THE SECURITIES AND EXCHANGE COMMISSION, UNLESS YOU GIVE YOUR BROKER WRITTEN INSTRUCTIONS IN EACH ELECTION ON HOW YOU WANT YOUR SHARES VOTED. *YOUR VOTING DESIRES WILL NOT BE COUNTED UNLESS YOU DO THIS.***

**PROPOSAL 1  
ELECTION OF DIRECTORS**

Pursuant to the Company's Bylaws, the Board of Directors of the Company (the "Board") has fixed the number of the Company's directors at six (6). Each director elected at the Annual Meeting shall hold office until his or her respective successor has been elected and qualified, or until such individual's earlier resignation or removal. Vacancies may be filled by a majority vote of the remaining directors then in office.

The Board has selected each of the following persons as a nominee for election by the holders of common stock as a director at the 2015 Annual Meeting of Stockholders:

James W. Hirschmann III  
Gavin L. James  
Edward D. Fox  
Ranjit M. Kripalani  
M. Christian Mitchell  
Richard W. Roll

**Experience, Qualifications, Attributes, and Skills**

*James W. Hirschmann III* has been the Chairman of the Board since July 2009 (the Company commenced operations in May 2012). He has also served as the chief executive officer of our Manager since 1999. Mr. Hirschmann serves on our Manager's board of directors and chairs our Manager's global strategy committee. Mr. Hirschmann has worked at our Manager since 1989. Mr. Hirschmann also served as the president of our Manager's parent company, Legg Mason, Inc. from May 2006 to April 2007. Mr. Hirschmann received a BS from Widener University.

The Board believes Mr. Hirschmann is qualified to serve as a director because of his experience as chief executive officer and member of the Board of our Manager and his experience in the financial and investment management industry.

*Gavin L. James* has been our president, chief executive officer and director since July 2011. He has been the director of portfolio operations at our Manager since July 2009. Mr. James also serves as a member of our Manager's global strategy committee and as a member of the management committee of our Manager's Pasadena office. Prior to that he served as our Manager's director of global client service and marketing from 2002 to July 2009 and has worked at our Manager since 1998. Mr. James was senior portfolio manager of J.P. Morgan Investment Management from 1990 to 1998. He was also head of fixed income sales and trading for Mellon Bank from 1987 to 1990. Prior to joining Mellon Bank, Mr. James was a cross market trader for Drexel Burnham Lambert from 1981 to 1987. Mr. James received a BA from Kingston College in London.

The Board believes Mr. James is qualified to serve as a director because of his experience in the management of our Manager and his experience in the financial industry.

*Edward D. Fox* has been a member of our Board since May 2012 and is the chairman of our Nominating and Corporate Governance Committee. Mr. Fox has served as chairman and chief executive officer of Vantage Property Investors, LLC, a private real estate investment and development company since January 2003. Mr. Fox was chairman and chief executive officer of Center Trust, a real estate investment trust, from 1998 to January 2003 when Center Trust was acquired by Pan Pacific Retail Properties. Mr. Fox co-founded and served as the chairman of Commonwealth Partners, a fully integrated real estate operating company, from 1995 through October 2003. Prior to forming Commonwealth Partners, Mr. Fox was a senior partner with Maguire Thomas Partners, a national full-service real estate operating company. A certified public accountant, Mr. Fox started his career in public accounting specializing in real estate transactions. Mr. Fox serves on the Dean's advisory council

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for the USC School of Architecture, a director of the Orthopaedic Hospital Foundation and on the board of trustees of its foundation. He is a member of the Urban Land Institute and the American Institute of Certified Public Accountants. He received a bachelor's degree in accounting and a master's degree in business, both with honors, from the University of Southern California.

The Board believes Mr. Fox is qualified to serve as a director due to the depth of his experience in the real estate industry, his previous management experience in both real estate operating companies and real estate investment trusts and his experience on public and private boards.

**Ranjit M. Kripalani** has been a member of our Board since November 2014 and serves on the Company's Audit, Compensation, and Nominating and Corporate Governance Committees. From 2009 to 2013, Mr. Kripalani served as the chief executive officer of CRT, LLC, an institutionally focused broker-dealer. Prior to joining CRT, Mr. Kripalani worked at Countrywide Capital Markets, Inc. and Countrywide Financial Corporation from 1998 to 2008, where he served in a number of roles, including the President of Capital Markets and Executive Managing Director of Countrywide Financial Corp. and Chief Executive Officer and President of Countrywide Capital Markets from 2000 to 2008. Mr. Kripalani also served as president and chief executive officer of Countrywide Securities Corporation from 2001 to 2008 and was the Executive Vice President and National Sales Manager for Countrywide Securities Corporation from 1998 to 2001. Prior to joining Countrywide, Mr. Kripalani served as managing director and head of mortgage trading for Chase Securities, Inc. from 1995 to 1998, and as managing director and head of mortgage trading for PaineWebber, Inc. from 1985 to 1995. Mr. Kripalani has a B.A. in International Relations from Tufts University and a Graduate Diploma in Business Studies from the London School of Economics.

The Board believes Mr. Kripalani is qualified to serve as a director because he is a longtime executive in the financial industry with significant experience in the investment in and trading of mortgages and mortgage backed securities.

**M. Christian Mitchell** has been a member of our Board since May 2012 and is the Lead Independent Director and the chairman of our Audit Committee. Mr. Mitchell retired from Deloitte & Touche LLP in 2003, where he was the national managing partner of the mortgage, banking and finance companies practice. During his 26-year career at Deloitte, he also served as regional managing partner for various practices including audit, enterprise risk services and financial services. He is a director of Marshall & Stevens, a Los Angeles based national valuation consulting firm, of Special Value Opportunities Fund LLC, a registered investment fund managed by Tennenbaum Capital Partners, LLC, of Reis, Inc., a New York-based real estate information company, of Grandpoint Capital, a Los Angeles based bank holding company, of Parsons Corporation, a Pasadena, CA based engineering, construction, technical and professional services firm and of Stearns Holding, LLC, a national independent mortgage company headquartered in Santa Ana, California. Mr. Mitchell previously served as an adjunct professor of accounting at the University of Redlands and is the chapter chairman of the National Association of Corporate Directors, Southern California, and is designated a NACD Board Leadership Fellow. Mr. Mitchell received a BS from the University of Alabama. In 2011 and 2014, Mr. Mitchell was named "one of the 100 most influential people in corporate governance" by Directorship magazine.

The Board believes Mr. Mitchell is qualified to serve as a director because of his extensive experience in the real estate and mortgage industry, his professional and educational background in accounting and finance and his previous experience serving on corporate boards.

**Richard W. Roll** has been a member of our Board since May 2012 and is the chairman of our Compensation Committee. Mr. Roll has been serving as the Linde Institute Professor of Finance at the California Institute of Technology since March 1, 2014 and is also a professor emeritus at the University of California, Los Angeles. Mr. Roll held the Joel Freid Chair in Applied Finance at UCLA where he began teaching in 1976. Mr. Roll is also the principal of the consulting firm, Compensation



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Valuation, Inc., which he founded in 2003. He was the managing director of WP Capital Management, a fixed-income investment management firm from 1992 to 1995, and he was co-chairman of the Board for Roll and Ross Asset Management Corporation, a quantitative investment management firm, from 1985 through 2003. Mr. Roll also served as a vice-president at Goldman, Sachs & Co. from 1985 to 1987. Mr. Roll has a BAE from Auburn University, an MBA from the University of Washington and a PhD from the University of Chicago.

The Board believes Mr. Roll is qualified to serve as a director based on his academic and professional career focusing on investment management and finance and his experience serving on corporate boards.

### **Vote Required**

The affirmative vote of Stockholders holding a plurality of the Company's issued and outstanding Common Stock in attendance at the meeting, either in person or by proxy, is required to approve this proposal. Abstentions and broker non-votes will have no effect.

The Board recommends an affirmative vote FOR the above director nominees.

It is the intention of the persons named in the accompanying form of proxy to nominate and, unless otherwise directed, vote such proxies for the election of the nominees named above as directors. The Board knows of no reason why any nominee for director would be unable to serve as a director. If any nominee should for any reason become unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may designate, or the Board may reduce the number of directors to eliminate the vacancy.

**DIRECTORS AND EXECUTIVE OFFICERS**

The names, principal occupation or employment, and ages of each of our directors and executive officers as of April 17, 2015 are listed in the following table:

<b>Name and Principal Occupation or Employment</b>	<b>Age</b>
<b>Directors</b>	
James W. Hirschmann III, Chief Executive Officer of Western Asset Management Company, our Manager	54
Gavin L. James, President and Chief Executive Officer of the Company and Director of Portfolio Operations at our Manager	54
Edward D. Fox, Chairman and Chief Executive Officer of Vantage Property Investors, LLC	67
Ranjit M. Kripalani, Consultant	55
M. Christian Mitchell, Vice Chairman of Marshall & Stevens Incorporated	60
Richard W. Roll, Professor, California Institute of Technology	75
<b>Executive Officers</b>	
Steven M. Sherwyn, Chief Financial Officer and Treasurer of the Company	54
Travis C. Carr, Chief Operating Officer of the Company and Mortgage Product Specialist at our Manager	45
Anupam Agarwal, Chief Investment Officer of the Company and Head of Structured Products at our Manager	47
<b>Biographies of Directors and Executive Officers</b>	

Biographical information for each of our directors is provided under "Proposal No. 1, Election of Directors Experience, Qualifications, Attributes, and Skills."

In addition to Mr. James, the following individuals serve as our executive officers.

**Anupam Agarwal** has been our chief investment officer since September 2013. Mr. Agarwal has been the head of structured product (which covers both Agency and non-Agency MBS and ABS) at our Manager since September 2013 after initially being appointed as the head of non-Agency MBS and ABS at our manager in August 2013. Prior to joining our manager, Mr. Agarwal was a portfolio manager for ADH Investment Management, Inc. from March 2013 to September 2013. Before joining ADH, Mr. Agarwal was a portfolio manager and head of consumer credit at Stark investments from 2007 to 2012 and head of credit and research at Invesco Fixed Income from 2002 to 2006. Mr. Agarwal is a graduate of the Indian Institute of Technology and holds a Masters in Business Administration from Temple University.

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*Travis C. Carr* has been our chief operating officer since July 2011. He has also served as a product specialist and head of mortgage-related business efforts at our Manager since 2000. Prior to joining our Manager, Mr. Carr was a senior associate for Pacific Investment Management Company from 1997 to 2000. He was also a secondary market analyst for Royal Thrift and Loan Company from 1994 to 1997. Mr. Carr was a mortgage broker for Home State Financial Corp. from 1993 to 1994. Mr. Carr is a CFA charter holder. He received his BA from UCLA.

*Steven M. Sherwyn* has been our chief financial officer since June 2012. Previous to January 1, 2014 Mr. Sherwyn was an employee of the Company. Since that date he has been an employee of our Manager. From 2010 until becoming our chief financial officer, Mr. Sherwyn served as Chief Financial Officer and Treasurer of Care Investment Trust Inc., a real estate investment trust that invests in healthcare related real estate. Mr. Sherwyn also previously served as our Chief Financial Officer and as a consultant to our Manager in 2009, although the Company was not in operation at that time. Mr. Sherwyn served Chief Financial Officer for Galiot Capital Corporation, a real estate investment trust, from 2008 to 2009. He also served as Chief Financial Officer and Treasurer for Quadra Realty Trust, a real estate investment trust, from 2007 to 2008. Mr. Sherwyn served as a director, senior director, and managing director of Hypo Real Estate Capital Corp. from 2004 to 2006, 2006 to 2007, and 2007 to 2008, respectively. Mr. Sherwyn is a graduate of The Wharton School of the University of Pennsylvania with a B.S. in economics. Mr. Sherwyn also received a J.D. from Stanford Law School and an LL.M. in taxation from New York University Law School.

### Board Leadership Structure

Our Board leadership structure is currently comprised of: (i) the Chairman of the Board, (ii) the Chief Executive Officer and President of the Company, and (iii) the Lead Independent Director who is "independent" under the rules of the New York Stock Exchange (the "NYSE").

Four of the six members of our Board are independent under the rules of the NYSE. Our four independent directors serve as the sole members of our Audit, Compensation and Nominating and Corporate Governance Committees. We have retained our Manager to manage the day to day affairs of our business, subject to the supervision and oversight of our Board. Our Chief Executive Officer and President, Mr. James, and our Chairman of the Board, Mr. Hirschmann, are executive officers of our Manager. The Board has determined that this combination of experienced senior executives at our Manager, a two-thirds majority of independent directors, the designation of a lead independent director and governing committees composed solely of independent directors is the most appropriate governance structure for the Company.

Mr. Hirschmann has served as the Chairman of the Board since 2009. Having been employed by our Manager for over 25 years, Mr. Hirschmann has a breadth of unique and specialized knowledge about our business operations. In October 2014, in light of the Company's growth and to further enhance the Company's governance structure the Board, in addition to increasing the number of independent directors from 3 to 4, created the position of Lead Independent Director and appointed M. Christian Mitchell to the position. The Lead Independent Director is responsible for (i) serving as a liaison between the Chairman of the Board and our other directors, (ii) presiding at, and preparing the agenda for, all executive sessions of the non-management directors and the independent directors, (iii) working with the Chairman and members of management to schedule Board meetings, prepare agendas and review with management the adequacy and timing of information provided to the Board, (iv) retaining outside advisors to the Board, if necessary or desirable and (v) performing such other duties as may be requested by the Chairman or the Board.

In addition, to facilitate the exercise of independent judgment by the Board, our four non-management directors, each of whom is an independent director under the NYSE's rules, meet regularly in executive session without any members of management present.

## Board Oversight of Risk

While our Manager and our executive officers, all of whom are employees of our Manager, are responsible for the day-to-day management of risk, our Board is responsible for appropriate risk oversight and assisting management in addressing specific risks, such as strategic and competitive risks, financial risks, legal risks, and operational risks. In particular, our Board has established investment guidelines, which have been made a part of the Management Agreement with our Manager, for our Manager to follow in its day-to-day management of our business.

The Board has been structured to facilitate oversight of risk by combining Board committees composed entirely of independent directors, a two-thirds majority independent Board composition and a Lead Independent Director, with an experienced Chairman and Chief Executive Officer, each of whom has detailed knowledge of our business, our Manager, and the complex challenges we face. The Chairman of the Board and the Chief Executive Officer's respective in-depth understanding of these matters and involvement in the day-to-day management of the Company positions them to promptly identify and raise key risks to the Board and focus the Board's attention on areas of concern. The Lead Independent Director and the other independent committee chairs also are experienced professionals or executives who can and do raise issues for Board consideration and review, and are not hesitant to question management. The Board believes there is a well-functioning and effective balance between the non-management directors and the Chairman of the Board and the Chief Executive Officer, which enhances risk oversight.

The Board exercises its oversight responsibility for risk both directly and through its three standing committees. The Board and each appropriate committee may spend a portion of their time reviewing and discussing specific risk topics. The full Board is kept informed of each committee's risk oversight and related activities through reports from the committees at full Board meetings and committee meeting minutes available to all directors. Strategic, operational and competitive risks are presented and discussed at the Board's regular quarterly meetings. Periodically, the Board may conduct reviews of our long-term strategic plans, which may include reports from members of senior management on our top risks and the steps management has taken or will take to mitigate these risks. As needed between Board meetings, our Chairman and Chief Executive Officer may provide reports to the Board on the critical issues we face and the recent developments in our business, including identified risks. In addition, our Chief Investment Officer provides the Board with a formal investment report at each quarterly meeting of the Board along with supplemental telephonic report on our investment portfolio once a quarter. These discussions provide the Board with an opportunity to ask questions regarding our investment strategy.

The Audit Committee is responsible for reviewing our financial accounting risks. The Audit Committee meets regularly with our Chief Financial Officer, other members of senior management, external accounting service providers and the independent auditor to discuss our major financial risk exposures, financial reporting, internal controls, and credit and liquidity risk. The Audit Committee meets regularly in separate executive session with the independent auditors to facilitate a full and candid discussion of risk and other issues.

The Compensation Committee is responsible for overseeing compensation risk, including evaluating and assessing risks arising from the terms of the Management Agreement with our Manager, our compensation policies and practices for our employee and ensuring executive compensation is aligned with performance. The Compensation Committee is charged with monitoring our equity-based compensation plans, including employee benefit plans.

The Nominating and Corporate Governance Committee oversees risk related to our overall governance, including Board and committee composition, Board size and structure, director independence, ethical and business conduct and our corporate governance profile and ratings. The Nominating and Corporate Governance Committee also is engaged in overseeing risks associated with

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succession planning for the Board and management and conducts an annual assessment of the Board's overall performance and effectiveness.

### **Director Independence**

Our common stock is listed on the NYSE. The NYSE requires that a majority of our directors be "independent," as defined by rules of the NYSE. In determining director independence, the Board reviewed, among other things, whether any transactions or relationships currently exist, or have existed in the past, between each director and the Company and its subsidiaries, affiliates and equity investors (including, but not limited to the Manager) or the Company's independent registered public accounting firm. In particular, the Board reviewed any current or recent business transactions or relationships or other personal relationships between each director and the Company, including such director's immediate family and companies owned or controlled by the director or with which the director was affiliated. The purpose of this review was to determine whether any such transactions or relationships failed to meet any of the objective tests promulgated by the NYSE for determining independence or were otherwise sufficiently material as to be inconsistent with a determination that the director is independent. The Board also examined whether there were any transactions or relationships between each director and members of the senior management of the Company or their affiliates.

The Board has affirmatively determined that a majority of its directors are independent directors under NYSE rules. Based on these standards, the Board determined that our independent directors include the following current directors and nominees for director:

Edward D. Fox  
Ranjit M. Kripalani  
M. Christian Mitchell  
Richard W. Roll

### **Director Attendance at Meetings**

The Board met on ten occasions during 2014. No incumbent director attended fewer than 75 percent of all meetings of our Board and the committees on which such director served during 2014.

### **Independent Director Meetings in Executive Sessions**

Our independent directors meet separately from the other directors in regularly scheduled executive sessions. Any independent director may call an executive session of independent directors at any time. As of February 2015, the Lead Independent Director chairs these executive sessions. The independent directors met in executive session on four occasions during 2014.

### **Board Committees**

Our Board has established three standing committees, the Audit, Compensation and Nominating and Corporate Governance Committees, the principal functions of which are briefly described below. Matters put to a vote at any one of these three committees must be approved by a majority of the directors on the committee who are present at a meeting at which there is a quorum or by unanimous written consent of the directors on that committee. Our Board may from time to time establish certain other committees to facilitate the management of the Company.

#### *Audit Committee*

Our Board established an Audit Committee upon the pricing of our initial public offering in May 2012. Messrs. Fox, Kripalani, Mitchell and Roll, each of whom is an independent director of the Company and is "financially literate" under the rules of the NYSE, currently serve on the Audit

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Committee with Messrs. Fox, Mitchel and Roll serving since May 2012 and Mr. Kripalani serving since November 10, 2014. Mr. Mitchell chairs our Audit Committee and serves as our Audit Committee financial expert, as that term is defined by the Securities and Exchange Commission (the "SEC"). During 2014, the Audit Committee met on seven occasions.

The Audit Committee shall assist our Board in overseeing:

our financial reporting, auditing and internal control activities, including the integrity of our financial statements;

our compliance with legal and regulatory requirements;

the independent auditor's qualifications and independence; and

the performance of our independent auditor.

The Audit Committee is also responsible for engaging our independent registered public accounting firm, reviewing with the independent registered public accounting firm the plans and results of the audit engagement, approving professional services provided by the independent registered public accounting firm, reviewing the independence of the independent registered public accounting firm, considering the range of audit and non-audit fees and reviewing the adequacy of our internal accounting controls.

### *Compensation Committee*

Our Board established a Compensation Committee upon the pricing of our initial public offering in May 2012. Messrs. Fox, Kripalani, Mitchell and Roll, each of whom is an independent director of the Company, currently serve on the Compensation Committee with Messrs. Fox, Mitchel and Roll serving since May 2012 and Mr. Kripalani serving since November 10, 2014. Mr. Roll chairs our Compensation Committee. During 2014, the Compensation Committee met on four occasions.

The Compensation Committee is responsible for the following:

annually reviewing and approving the corporate goals and objectives relevant to the compensation we pay to our Manager, evaluating the performance of our Manager in light of such goals and objectives and determining and approving the compensation, if any, we pay to our Manager based on such evaluation;

providing oversight with regard to our chief financial officer's compensation as ultimately determined by our Manager;

overseeing our equity incentive plans; and

determining from time to time the remuneration for our non-executive directors.

In the future, the Compensation Committee will be responsible for reviewing and discussing the compensation discussion and analysis required to be included in our annual proxy statements filed with the SEC when we no longer qualify as an "emerging growth company" pursuant to applicable SEC rules.

### *Nominating and Corporate Governance Committee*

Our Board established a Nominating and Corporate Governance Committee upon the pricing of our initial public offering in May 2012. Messrs. Fox, Kripalani, Mitchell and Roll, each of whom is an independent director of the Company and is "financially literate" under the rules of the NYSE, currently serve on the Audit Committee with Messrs. Fox, Mitchel and Roll serving since May 2012 and Mr. Kripalani serving since November 10, 2014. Mr. Fox chairs our Nominating and Corporate



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Governance Committee. During 2014, the Nominating and Corporate Governance Committee met on five occasions.

The Nominating and Corporate Governance Committee is responsible for:

providing counsel to our Board with respect to the organization, function and composition of our Board and its committees;

overseeing the self-evaluation of our Board and our Board of director's evaluation of management;

periodically reviewing and, if appropriate, recommending to our Board changes to our corporate governance policies and procedures; and

identifying and recommending to the Board potential director candidates for nomination.

### **Committee Charters**

A copy of the charters of each of the Audit, Compensation and Nominating and Corporate Governance Committees is available on the Company's corporate website at [www.westernassetmcc.com](http://www.westernassetmcc.com) and may also be obtained upon request without charge by writing to the Company's Secretary, 385 East Colorado Boulevard, Pasadena, California 91101.

### **Corporate Governance Principles**

We are committed to good corporate governance practices and, as such, we have adopted formal corporate governance principles to enhance our effectiveness. The guidelines address, among other things, board member qualifications, responsibilities, education and management succession. A copy of our corporate governance principles may be found at the Company's corporate website at [www.westernassetmcc.com](http://www.westernassetmcc.com) under the heading "Investor Relations Governance Documents."

### **Code of Conduct**

Our Board has established a code of conduct that applies to our directors, officers and employee. Our Manager also maintains a code of ethics to which its officers and directors are subject. Any such director, officer or employee who is also subject to our Manager's code of ethics will, in the event of a conflict in policy, be held to the more restrictive provision. Among other matters, our code of conduct is designed to deter wrongdoing and to promote:

honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;

compliance with applicable governmental laws, rules and regulations;

prompt internal reporting of violations of the code to appropriate persons identified in the code; and

accountability for adherence to the code.

Waivers of any provisions of the code of conduct may be granted in writing by our chief executive officer, except that any waiver sought by one of our directors or executive officers may be granted only by the Nominating and Corporate Governance Committee of our Board. In considering any request for a waiver, the chief executive officer will consult with appropriate senior management, our legal and compliance department and/or external legal advisors, as appropriate under the circumstances. Any changes to or waivers of the code of conduct will, to the extent required, be disclosed as required by





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applicable rules and regulations of the SEC and the NYSE. A copy of our code of conduct may be found at the Company's corporate website at [www.westernassetmcc.com](http://www.westernassetmcc.com) under the heading "Investor Relations Governance Documents."

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") requires our directors, officers and certain stockholders to file with the Commission an initial statement of beneficial ownership and certain statements of changes in beneficial ownership of our equity. Based solely on our review of such forms received by us, we are unaware of any instances of noncompliance, or late compliance, with such filings during the fiscal year ended December 31, 2014.

### **Stockholder Communications with Directors**

The Board has established a process to receive communications from stockholders and other interested parties. Interested parties and stockholders may contact any or all members of the Board, including non-management directors, by mail. To communicate with the Board, any individual director or any group or committee of directors, correspondence should be addressed to the Board or any such individual director or group or committee of directors by either name or title. All such correspondence should be sent in care of the Secretary at Western Asset Mortgage Capital Corporation, 385 East Colorado Boulevard, Pasadena, California 91101.

All communications received as set forth in the preceding paragraph will be opened by the office of the Company's Secretary for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service or patently offensive material will be forwarded promptly to the addressee. In the case of communications to the Board or any group or committee of directors, the office of the Secretary will make sufficient copies of the contents to send to each director who is a member of the group or committee to which the correspondence is addressed.

### **Director Attendance at Annual Meetings of Stockholders**

We encourage all incumbent directors, as well as all nominees for election as director, to attend the Annual Meeting of Stockholders.

### **Director Nomination Procedures**

In addition to any other applicable requirements, if a stockholder desires to nominate a director for election at an annual meeting, such stockholder must (A) be a stockholder of record on the record date for the determination of stockholders entitled to vote at such annual meeting, and (B) have given timely notice in proper written form to our Secretary. If a stockholder is entitled to vote only for a specific class or category of directors at the annual meeting, such stockholder's right to nominate one or more persons for election as a director at the meeting shall be limited to such class or category of directors.

To be timely in connection with the annual meeting, a stockholder's notice shall be delivered to the Secretary at our principal executive offices not less than 60 days nor more than 90 days prior to the date of the annual meeting. In the event we call a special meeting of stockholders for the purpose of electing one or more directors to the Board, any stockholder entitled to vote for the election of such director(s) at such meeting (and satisfying the requirements set forth above) may nominate a person or persons (as the case may be) for election to such position(s) as are specified in our notice of such meeting, but only if the stockholder notice is delivered to the Secretary at our principal executive office no later than the close of business on the 10<sup>th</sup> day following the day on which notice of such special meeting was given.

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To be in proper written form, a stockholder's notice to the Secretary must set forth (i) as to each individual nominated, (A) the name, date of birth, business address and residence address of such individual; (B) the business experience during the past five years of such nominee, including his or her principal occupations and employment during such period, the name and principal business of any corporation or other organization in which such occupations and employment were carried on and such other information as to the nature of his or her responsibilities and level of professional competence as may be sufficient to permit assessment of his or her prior business experience; (C) whether the nominee is or has ever been at any time a director, officer or owner of 5% or more of any class of capital stock, partnership interests or other equity interest of any corporation, partnership or other entity; (D) any directorships held by such nominee in any company with a class of securities registered pursuant to Section 12 of the Exchange Act, or subject to the requirements of Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; and (E) whether, in the last five years, such nominee has been convicted in a criminal proceeding or has been subject to a judgment, order, finding or decree of any federal, state or other governmental entity, concerning any violation of federal, state or other law, or any proceeding in bankruptcy, which conviction, judgment, order, finding, decree or proceeding may be material to an evaluation of the ability or integrity of the nominee; and (ii) as to the person submitting the nomination notice and any person acting in concert with such person, (x) the name and business address of such persons, (y) the name and address of such persons and as they appear on the Company's books (if they so appear) and (z) the class and number of shares of the Company which are beneficially owned by such persons. Such notice must also be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

## EXECUTIVE COMPENSATION

### Manager

Pursuant to the Management Agreement with our Manager, we pay our Manager the management fee and other amounts described in "Certain Relationships and Related Transactions Management Agreement." For the year ended December 31, 2014, we paid our Manager an aggregate of \$9.6 million in management fees and \$624,000 in expense reimbursements.

Because our Management Agreement provides that our Manager is responsible for managing our affairs, our executive officers do not receive cash compensation from us for serving as our executive officers. Our Manager currently employs and compensates each of our executive officers although prior to January 1, 2014, we employed and compensated our chief financial officer. Notwithstanding the foregoing, we shall reimburse our Manager for compensation paid to our chief financial officer from January 1, 2014.

We have adopted two equity incentive plans pursuant to which we may make awards based on our common stock to: (1) our Manager and its affiliates, (2) employees of our Manager and its affiliates who provide services to us, including, but not limited to, our current executive officers, (3) any executive officers that we may directly employ now or in the future, and (4) our independent directors, none of whom are employed by or affiliated with our Manager or any of its affiliates. These awards will be made to encourage the efforts of our Manager and these individuals toward our continued success, long-term growth and profitability and to attract, reward and to retain key personnel. See "Equity Incentive Plans" below for a detailed description of our equity incentive plans.

On February 19, 2015, we granted to our Manager 200,000 shares of restricted common stock pursuant to the Manager Equity Plan as described below under "Equity Incentive Plans." One-third of these shares vest on each of the first, second and third anniversaries of the grant date as long as the Management Agreement has not been terminated as of such date. In the future, we may make additional equity incentive awards to our Manager to encourage its efforts toward our continued success, long-term growth and profitability. In addition, we may grant awards under our equity incentive plans directly to our executive officers, even if they are directly employed by our Manager, and other employees of our Manager who provide services to us, in order to encourage their respective individual efforts toward our continued success, long-term growth and profitability and to reward and retain them.

### Chief Financial Officer Compensation

Mr. Steven M. Sherwyn is our chief financial officer. Mr. Sherwyn was an employee of the Company and was directly compensated by us until the year ended December 31, 2013. Mr. Sherwyn became an employee of our Manager as of January 1, 2014. This change was made for administrative simplification and to facilitate coordination of management functions. Mr. Sherwyn remains fully assigned and dedicated to providing services to us, and we reimburse the Manager for his compensation.

The following table sets forth Mr. Sherwyn's annual summary compensation (paid by the Manager and reimbursed by us) for the fiscal years ended December 31, 2014 and December 31, 2013.

## Summary Compensation Table for Fiscal Years 2014 and 2013

Name and Principal Position	Year	Salary	Bonus	Stock Awards	All Other Compensation	Total
Steven M. Sherwyn	2014	\$ 200,000	\$ *(1)	*(1)	\$ 85,752(2)	*(1)
(Chief Financial Officer and Treasurer)	2013	\$ 200,000	\$ 250,000(3)	\$ 250,000(4)	\$ 84,824(5)	\$ 784,824

- (1) As of April 20, 2015, Mr. Sherwyn's cash bonus and stock award, if any, for 2014 were not yet determined. These amounts are expected to be determined by May 15, 2015, and will be disclosed in a filing by the Company under Item 5.02(f) of Form 8-K within four business days of such determination.
- (2) Includes (i) \$70,573 in dividends paid to Mr. Sherwyn with respect to his restricted stock award, (ii) \$13,000 in matching contributions to our Manager's 401(k) plan, (iii) accrued vacation of \$5,381 and (iv) \$2,160 in life insurance premiums paid by the Company on behalf of Mr. Sherwyn.
- (3) Represents a cash bonus paid to Mr. Sherwyn with respect to his service to the Company in 2013.
- (4) Reflects the grant date fair value of restricted common stock (March 12, 2014) with respect to services for 2013 computed in accordance with FASB ASC Topic 718. We provide information regarding the assumptions used to calculate the fair value of restricted stock made to Mr. Sherwyn in our Annual Report on Form 10-K. There can be no assurance that the restricted stock will vest (and, absent vesting no value will be realized by Mr. Sherwyn for the unvested restricted stock), or that the value upon vesting will approximate the aggregate grant date fair value determined under ASC Topic 718.
- (5) Includes (i) \$59,914 in dividends paid to Mr. Sherwyn with respect to his restricted stock award, (ii) \$12,750 in matching contributions to our 401(k) plan, (iii) \$2,160 in life insurance premiums paid by the Company on behalf of Mr. Sherwyn and (iv) a relocation payment of \$10,000.

## Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Mr. Sherwyn is entitled to a base salary and customary employee benefits and has the potential to earn an annual cash bonus based on performance. From January 1, 2014 going forward, all of these amounts are paid by our Manager and reimbursed by us. In addition, he has the potential to receive from us equity compensation awards under one of our Equity Incentive Plans. If Mr. Sherwyn's employment with the Manager terminates for any reason prior to the date on which any shares under one of the Equity Incentive Plans become vested, any unvested shares will be immediately forfeited. Mr. Sherwyn is entitled to receive dividends and distributions that become payable on the shares during the restricted period. Cash dividends are paid on all outstanding shares of restricted stock at the same rate as is paid to all stockholders. For 2014, dividends paid or payable, with respect to Mr. Sherwyn's 26,725 shares of restricted stock, were \$2.74 per share (includes dividend paid in January 2015 with respect to quarter ended December 31, 2014).

**Outstanding Equity Awards at 2014 Fiscal Year End**

The table below lists the number of shares of restricted common stock held by Mr. Sherwyn, our only named executive officer as of December 31, 2014 that were subject to vesting (pursuant to the terms of the related restricted stock award agreement) as of that date.

Name	Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)
Steven M. Sherwyn	26,725(1)	\$ 392,858

(1) These shares are held subject to the terms of a restricted stock award agreement which provides that one third of the grant vests on January 1 of each of 2015, 2016 and 2017, provided that Mr. Sherwyn continues to serve as our chief financial officer as of the applicable vesting date.

(2) Based on the closing price of the Company's common stock on December 31, 2014 of \$14.70.

**Potential Payments Upon Termination or Change in Control**

The Company does not maintain employment, severance or change in control agreements with Mr. Sherwyn and the Company is not obligated to pay any severance to Mr. Sherwyn upon a termination of his employment with the Manager. If Mr. Sherwyn's employment with the Manager terminates for any reason prior to the date on which any shares under one of the Equity Incentive Plans become vested, any unvested shares will be immediately forfeited.

Mr. Sherwyn's restricted stock agreements do not provide for any accelerated vesting of the restricted stock upon the occurrence of a change in control of the Company.

**Compensation Committee Interlocks And Insider Participation**

No member of the Compensation Committee during 2014 served as an officer, former officer or employee of ours or had a relationship requires to be disclosed under "Certain Transactions with Related Persons." Further, during 2014, none of our executive officers served as: (i) a member of the compensation committee (or equivalent) of any other entity, one of whose executive officers served as one of our directors or was an immediate family member of a director, or served on our Compensation Committee, or (ii) a director of any other entity, one of whose executive officers or their immediate family member served on our Compensation Committee.

**Equity Incentive Plans**

We have adopted two equity incentive plans under which our employees, directors and officers and our Manager and its employees, respectively, are eligible to receive common stock-based awards. The aggregate number of shares that may be made subject to awards under these equity incentive plans is equal to 3.0% of the total number of issued and outstanding shares of our common stock (on a fully diluted basis) at the time of each award (other than any shares issued or subject to awards made pursuant to one of our equity incentive plans). The number of shares of common stock reserved for issuance under our equity incentive plans as of April 21, 2015 is 561,169 shares.

**Equity Plan**

On May 9, 2012, we adopted the Western Asset Mortgage Capital Corporation Equity Plan (the "Equity Plan"), which provides for the issuance of equity-based awards, including incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock awards and other awards based on our common stock to our directors and officers. Incentive stock options may be granted only to our employees. Shares of common stock issued to our independent directors in respect of their annual fees paid in restricted stock are issued under this plan.

The Equity Plan is administered by our Board, which has delegated its authority as plan administrator to the Compensation Committee of our Board. The plan administrator has the full authority to: (1) grant awards; (2) determine the persons to whom and the time or times at which awards will be granted; (3) determine the type and number of awards to be granted, the number of shares of common stock to which an award may relate and the terms, conditions, restrictions and performance criteria relating to any award; (4) determine whether, to what extent, and under what circumstances an award may be settled, cancelled, forfeited, exchanged, or surrendered; (5) make adjustments in the terms and conditions of awards; (6) construe and interpret the Equity Plan and any award; (7) prescribe, amend and rescind rules and regulations relating to the Equity Plan; (8) determine the terms and provisions of the award agreements; and (9) make all other determinations deemed necessary or advisable for the administration of the Equity Plan. In connection with this authority, the plan administrator may, among other things, establish performance goals that must be met in order for awards to be granted or to vest, or for the restrictions on any such awards to lapse. Except as provided below with respect to equitable adjustments, the plan administrator may not take any action that would have the effect of reducing the exercise or purchase price of any award granted under the Equity Plan without first obtaining the consent of our stockholders.

The maximum number of shares that may be made subject to awards under the Equity Plan is equal to 3.0% percent of the number of shares of our common stock (on a fully diluted basis) at the time of each award (other than any shares issued or subject to awards made pursuant to one of our equity incentive plans), less any shares of common stock issued or subject to awards granted under our Manager Equity Plan. All shares of common stock reserved for issuance under the Equity Plan may be made subject to awards of incentive stock options. If any shares subject to an award granted under the Equity Plan are forfeited, cancelled, exchanged or surrendered or if an award terminates or expires without a distribution of shares to the participant, or if shares of our common stock are surrendered or withheld by us as payment of either the exercise price of an award and/or withholding taxes in respect of an award, the shares of common stock with respect to such award will again be available for awards under the Equity Plan. Upon the exercise of any award granted in tandem with any other award, the related award will be cancelled to the extent of the number of shares of common stock as to which the award is exercised and, notwithstanding the foregoing, that number of shares will no longer be available for awards under the Equity Plan.

In the event that the plan administrator determines that any dividend or other distribution (whether in the form of cash, common stock, or other property), recapitalization, stock split, reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange or other similar corporate transaction or event, affects our common stock such that an adjustment is appropriate in order to prevent dilution or enlargement of the rights of participants under the Equity Plan, then the plan administrator will make equitable changes or adjustments to: (i) the number and kind of shares of common stock or other property (including cash) that may thereafter be issued in connection with awards; (ii) the number and kind of shares of common stock or other property (including cash) issued or issuable in respect of outstanding awards; (iii) the exercise price, base price or purchase price relating to any award; and (iv) the performance criteria, if any, applicable to outstanding awards. In addition, the plan administrator may determine that any equitable adjustment may be accomplished by

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making a payment to the award holder, in the form of cash or other property (including but not limited to shares of our common stock).

Each stock option and stock appreciation right granted under the Equity Plan will have a term of no longer than 10 years, and will have an exercise price that is no less than 100% of the fair market value of our common stock on the date of grant of the award. No stock option and stock appreciation right may be exercised unless: (1) the participant is then providing services to us and (2) the participant has continuously maintained such relationship since the date of grant; provided, that the award agreement may contain provisions extending the exercisability of stock options or stock appreciation rights, in the event of specified terminations of service, to a date not later than the expiration date of such stock option stock appreciation right. The exercise price for stock option may generally be paid in cash or by an exchange of common stock previously owned by the participant, through a "broker cashless exercise" procedure approved by the plan administrator or a combination of the above, in any case in an amount having a combined value equal to such exercise price. Payment of a stock appreciation right may be made in cash, stock or property. The other terms of stock options and stock appreciation rights granted by us under the Equity Plan will be determined by the plan administrator. Stock appreciation rights may be granted alone or in tandem with another award.

The plan administrator determines the terms and conditions of each grant of restricted stock or restricted stock units under the Equity Plan. Restricted stock units confer on the participant the right to receive cash, common stock or other property, as determined by the plan administrator, having a value equal to the number of shares of our common stock that are subject to the award. Unless otherwise determined by the plan administrator, holders of restricted stock will have all of the rights of a stockholder including, without limitation, the right to vote restricted stock and the right to receive dividends and distributions thereon. Unless otherwise determined by the plan administrator, (1) dividends and distributions paid on awards of restricted stock will be paid at the dividend or distribution payment date, provided that such payments may be deferred to such date as determined by the plan administrator, and in any event will be payable in cash or in shares of common stock having a fair market value equal to the amount of such dividends and distributions and (2) common stock distributed in connection with a stock split or stock dividend, and other property distributed as a dividend or distribution, will be subject to restrictions and a risk of forfeiture to the same extent as the awards of restricted stock to which such dividend or distribution relates. The plan administrator is authorized to grant to holders of restricted stock units the right to receive dividend equivalents and distribution equivalents for the period prior to settlement of the restricted stock unit. Dividend equivalents or distribution equivalents may be paid currently or credited to an account for the holder of restricted stock units, may be settled in cash or common stock, and may be subject to such conditions, restrictions and contingencies as the plan administrator may establish. Unless otherwise determined by the plan administrator, any such dividend equivalents or distribution equivalents will be paid or credited, as applicable, on the dividend or distribution payment date to the holders of restricted stock units as though each such restricted stock unit were a share of outstanding common stock. Upon termination of service to us during the applicable restriction period, awards of restricted stock and restricted stock units and any accrued but unpaid dividends or distributions or, in the case of restricted stock units, dividend equivalents and distribution equivalents, that are then subject to restrictions will be forfeited; provided, that the plan administrator may provide or may determine in any individual case, that restrictions or forfeiture conditions relating to awards of restricted stock and restricted stock units will be waived in whole or in part in the event of a termination.

The plan administrator may determine to make grants of our common stock that are not subject to any restrictions or a substantial risk of forfeiture or to grant other stock-based awards to eligible participants, the terms and conditions of which will be determined by the plan administrator at the time of grant.



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The Equity Plan automatically expires on May 9, 2022. Our Board may terminate, amend, modify or suspend the Equity Plan at any time, subject to stockholder approval as required by law or stock exchange rules. The plan administrator may amend the terms of any outstanding award under the Equity Plan at any time. No amendment or termination of the Equity Plan or any outstanding award may adversely affect any of the rights of an award holder without the holder's consent.

### *Manager Equity Plan*

On May 9, 2012, we adopted the Western Asset Mortgage Capital Corporation Manager Equity Plan, (the "Manager Equity Plan"), which provides for the issuance of equity-based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock awards and other awards based on our common stock to our Manager, employees of our Manager and affiliates of our Manager, who may or may not be eligible to be granted awards under our Equity Plan, or entities owned by our Manager, its executives and employees.

The Manager Equity Plan is administered by our Board, which has delegated its authority as plan administrator to the Compensation Committee of our Board. The plan administrator has the full authority to: (1) grant awards; (2) determine the persons to whom and the time or times at which awards will be granted; (3) determine the type and number of awards to be granted, the number of shares of common stock to which an award may relate and the terms, conditions, restrictions and performance criteria relating to any award; (4) determine whether, to what extent, and under what circumstances an award may be settled, cancelled, forfeited, exchanged, or surrendered; (5) make adjustments in the terms and conditions of awards; (6) construe and interpret the Manager Equity Plan and any award; (7) prescribe, amend and rescind rules and regulations relating to the Manager Equity Plan; (8) determine the terms and provisions of the award agreements; and (9) make all other determinations deemed necessary or advisable for the administration of the Manager Equity Plan. In connection with this authority, the plan administrator may, among other things, establish performance goals that must be met in order for awards to be granted or to vest, or for the restrictions on any such awards to lapse.

Our Manager may make awards to its directors, officers, employees, advisors or consultants, or those of its affiliates, which are in the form of or based on the shares of our common stock acquired by our Manager under the Manager Equity Plan, in which case, our Manager will make all determinations concerning the eligible persons who may receive such awards, which form the awards will take, and the terms and conditions of the awards.

Except as provided below with respect to equitable adjustments, the plan administrator may not take any action that would have the effect of reducing the exercise or purchase price of any award granted under the Manager Equity Plan without first obtaining the consent of our stockholders.

The maximum number of shares that may be made subject to awards under the Manager Equity Plan is equal to 3.0% percent of the number of shares of our common stock (on a fully diluted basis) at the time of each award (other than any shares issued or subject to awards made pursuant to one of our equity incentive plans), less any shares of common stock issued or subject to awards granted under our Equity Plan. All shares of common stock reserved for issuance under the Manager Equity Plan may be made subject to awards of incentive stock options. If any shares subject to an award granted under the Manager Equity Plan are forfeited, cancelled, exchanged or surrendered or if an award terminates or expires without a distribution of shares to our Manager, or if shares of our common stock are surrendered or withheld by us as payment of the exercise price of an award, the shares of common stock with respect to such award will again be available for awards under the Manager Equity Plan. Upon the exercise of any award granted in tandem with any other award, the related award will be cancelled to the extent of the number of shares of common stock as to which the award is exercised

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and, notwithstanding the foregoing, that number of shares will no longer be available for award under the Manager Equity Plan.

In the event that the plan administrator determines that any dividend or other distribution (whether in the form of cash, common stock, or other property), recapitalization, stock split, reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange or other similar corporate transaction or event, affects our common stock such that an adjustment is appropriate in order to prevent dilution or enlargement of the rights of participants under the Manager Equity Plan, then the plan administrator will make equitable changes or adjustments to: (i) the number and kind of shares of common stock or other property (including cash) that may thereafter be issued in connection with awards; (ii) the number and kind of shares of common stock or other property (including cash) issued or issuable in respect of outstanding awards; (iii) the exercise price, base price or purchase price relating to any award; and (iv) the performance criteria, if any, applicable to outstanding awards. In addition, the plan administrator may determine that any equitable adjustment may be accomplished by making a payment to the award holder, in the form of cash or other property (including but not limited to shares of our common stock).

Each stock option and stock appreciation right granted under the Manager Equity Plan will have a term of no longer than 10 years, and will have an exercise price that is no less than 100% of the fair market value of our common stock on the date of grant of the award. The exercise price for stock option may generally be paid in cash or by an exchange of common stock previously owned by the participant, through a "broker cashless exercise" procedure approved by the plan administrator or a combination of the above, in any case in an amount having a combined value equal to such exercise price. Payment of a stock appreciation right may be made in cash, stock or property. The other terms of stock options and stock appreciation rights granted under the Manager Equity Plan will be determined by the plan administrator. Stock appreciation rights may be granted alone or in tandem with another award.

The plan administrator determines the terms and conditions of each grant of restricted stock or restricted stock units under the Manager Equity Plan. Restricted stock units confer on the participant the right to receive cash, common stock or other property, as determined by the plan administrator, having a value equal to the number of shares of our common stock that are subject to the award. Unless otherwise determined by the plan administrator, holders of restricted stock will have all of the rights of a stockholder including, without limitation, the right to vote restricted stock and the right to receive dividends and distributions thereon. Unless otherwise determined by the plan administrator, (1) dividends and distributions paid on awards of restricted stock will be paid at the dividend or distribution payment date, provided that such payments may be deferred to such date as determined by the plan administrator, and in any event will be payable in cash or in shares of common stock having a fair market value equal to the amount of such dividends and distributions and (2) common stock distributed in connection with a stock split or stock dividend, and other property distributed as a dividend or distribution, will be subject to restrictions and a risk of forfeiture to the same extent as the awards of restricted stock to which such dividend or distribution relates. The plan administrator is authorized to grant to holders of restricted stock units the right to receive dividend equivalents and distribution equivalents for the period prior to settlement of the restricted stock unit. Dividend equivalents or distribution equivalents may be paid currently or credited to an account for the holder of restricted stock units, may be settled in cash or common stock, and may be subject to such conditions, restrictions and contingencies as the plan administrator may establish. Unless otherwise determined by the plan administrator, any such dividend equivalents or distribution equivalents will be paid or credited, as applicable, on the dividend or distribution payment date to the holders of restricted stock units as though each such restricted stock unit were a share of outstanding common stock.

The plan administrator may determine to make grants of our common stock that are not subject to any restrictions or a substantial risk of forfeiture or to grant other stock-based awards to eligible

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participants, the terms and conditions of which will be determined by the plan administrator at the time of grant.

If the Management Agreement with our Manager: (1) is terminated by us for cause or (2) expires following our Manager's issuance of a termination notice for a termination without cause (as described herein under "Certain Relationships and Related Transactions Management Agreement"), all unvested awards then held by our Manager and all accrued and unpaid dividends or dividend equivalents related to such awards will be immediately cancelled and forfeited without consideration. If the Management Agreement expires or is terminated for any other reason, any award then held by our Manager that was not previously vested will become fully vested and/or payable, and any performance conditions imposed with respect to such award will be deemed to be fully achieved. Unless otherwise determined by the plan administrator, all unvested awards then held by a holder who is not our Manager and who ceases to provide services to our Manager will be immediately cancelled and forfeited without consideration. The terms of award agreements will set forth the terms under which a stock option or stock appreciation right may remain exercisable following such a termination of service with our Manager.

The Manager Equity Plan automatically expires on the May 9, 2022. Our Board may terminate, amend, modify or suspend the Manager Equity Plan at any time, subject to stockholder approval as required by law or stock exchange rules. The plan administrator may amend the terms of any outstanding award under the Manager Equity Plan at any time. No amendment or termination of the Manager Equity Plan or any outstanding award may adversely affect any of the rights of an award holder without the holder's consent.

### Equity Compensation Plan Information

In the following table is information about our common stock that may be issued upon exercise of options, warrants and rights under all of our existing equity compensation plans and arrangements as of December 31, 2014, including our Equity Plan and Manager Equity Plan.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of Securities remaining available for future issuance
Equity compensation plans approved by security holders	0	N/A	761,511(1)
Equity compensation plans not approved by security holders	0	N/A	0
Total	0	N/A	761,511

(1) Reflects the shares of common stock available for future issuance under the Equity Incentive Plans. The maximum number of shares available, as stated above, is equal to 3.0% of the total number of issued and outstanding shares of our common stock (on a fully diluted basis) at the time of each award (other than any shares issued or subject to awards made pursuant to one of our equity incentive plans).

### Compensation of Directors

#### Executive Directors

A member of our Board who is also an employee of our Manager or any of our or its affiliates is referred to as an executive director. Executive directors do not receive cash compensation for serving on our Board. However, we may grant equity incentive awards to executive directors pursuant to one of our equity incentive plans. The purpose of any such grants will be to encourage their respective individual efforts toward our continued success, long-term growth and profitability and to reward and retain them.

*Independent Directors*

For the year ended December 31, 2014, each independent director was entitled to receive (i) an annual cash retainer of \$50,000, payable in quarterly installments in arrears, and (ii) a grant of \$30,000 of restricted shares of our common stock on the date of our annual stockholders' meeting with the shares vesting on the first anniversary of the date of grant, subject to the grantee's continuing service on our Board on the date of vesting. In addition, the chair of our Audit Committee was paid an annual cash retainer of \$10,000, paid quarterly in arrears, and the chairs of our Compensation Committee and our Nominating and Corporate Governance Committee each was paid an annual cash retainer of \$5,000. Since Mr. Kripalani was appointed as an independent director effective as of November 10, 2014, he received a pro rata amount of the \$50,000 annual cash retainer paid to our other independent directors for 2014 and a grant of \$20,000 of restricted common stock as of the effective date of his appointment with the shares vesting on the first anniversary of the date of grant, subject to his continuing service on our Board on the date of vesting.

With the growth of the Company and with the experience of operating as the Board since the Company's IPO in May 2012, the Compensation Committee requested and received a review of the compensation paid to non-employee directors of comparable, publicly traded mortgage REITs. Based on this experience and the review the Compensation Committee recommended, and our Board has approved, an increase in the compensation to be paid to our independent directors for 2015 and in subsequent years effective April 1, 2015. Beginning on that date, each of our independent directors will be entitled to receive (i) an annual cash retainer of \$60,000, payable in quarterly installments in arrears, and (ii) a grant of \$40,000 of restricted common stock on the date of our annual stockholders' meeting vesting in full on the first anniversary of the date of grant, subject to the grantee's continuing service on our Board on the date of vesting. In addition, the chair of our Audit Committee will be paid an annual cash retainer of \$15,000, and the chairs of our Compensation Committee and our Nominating and Corporate Governance Committee each will be paid an annual cash retainer of \$10,000. Our Lead Independent Director will be paid an annual cash retainer of \$15,000.

We also reimburse our directors for reasonable out-of-pocket expenses incurred in connection with the performance of their duties as directors, including, without limitation, travel expenses in connection with their attendance at full Board and Board committee meetings. Any new independent director who joins our Board in the future may be granted restricted shares of our common stock that will vest in full on the first anniversary of the grant date, provided that such director continues to serve on our Board as of the applicable vesting date.

The Company established the Director Deferred Fee Plan in November 2012. This Plan permits eligible members of our Board to defer the issuance of their stock awards and therefore, payment of any tax liability until the deferral is terminated pursuant to the election form executed each year by the director.

The following table provides information regarding compensation paid to each of our directors for the year ended December 31, 2014.

**Director Compensation Table**  
**Year Ended December 31, 2014**

Name	Fees Paid or Earned in Cash	Stock Awards(1)	Total
James W. Hirschmann, III(2)	\$ 0	\$ 0	\$ 0
Gavin L. James(2)	\$ 0	\$ 0	\$ 0
Edward D. Fox	\$ 55,000	\$ 30,000	\$ 85,000
Ranjit M. Kripalani	\$ 7,100	\$ 20,000	\$ 27,100
M. Christian Mitchell	\$ 60,000	\$ 30,000	\$ 90,000
Richard W. Roll	\$ 55,000	\$ 30,000	\$ 85,000

(1) Represents the grant date fair value of restricted common stock awards granted in 2014, determined in accordance with FASB ASC Topic 718.

(2) As Executive Directors, Messrs. Hirschmann and James did not receive cash fees or stock awards for service as directors.

The number of shares granted are set forth below. Under the Company's Director Deferred Fee Plan, directors are entitled to receive dividend payments in kind.

Name	Number of Shares Granted (#)
James W. Hirschmann, III	
Gavin L. James	
Edward D. Fox	2,088
Ranjit M. Kripalani	1,334
M. Christian Mitchell	2,088
Richard W. Roll	2,088

Except with respect to the shares granted to Mr. Kripalani, all shares granted to the directors were deferred under the Company's Director Deferred Fee Plan.

All shares were restricted as of the grant date and December 31, 2014. The shares granted to Messrs. Fox, Mitchell and Roll vest in full on June 11, 2015 and the shares granted to Mr. Kripalani vest in full on November 10, 2015, in each case provided that such director continues to serve on our Board as of the applicable vesting date. The grantees are entitled to receive dividends and distributions that become payable on the shares during the restricted period. If the grantee's services to us terminate for any reason prior to the date on which the shares become vested, any unvested shares will be immediately forfeited, except that if the grantee's service is terminated other than for Cause (as defined in the Equity Plan) or because such individual retires, dies or becomes disabled, any then unvested shares of restricted stock will become immediately vested.

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The number of shares still subject to vesting at December 31, 2014 and the market value of such shares at such date are listed in the table below.

<b>Name</b>	<b>Number of Shares of Stock That Have Not Yet Vested (#)</b>	<b>Market Value of Shares of Stock That Have Not Yet Vested (\$)</b>
James W. Hirschmann, III		
Gavin L. James		
Edward D. Fox	2,088	\$ 30,694
Ranjit M. Kripalani	1,334	\$ 19,610
M. Christian Mitchell	2,088	\$ 30,694
Richard W. Roll	2,088	\$ 30,694

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Management Agreement**

On May 9, 2012, we entered into a management agreement (the "Management Agreement"), with our Manager. Pursuant to the Management Agreement, our Manager is responsible for the implementation of our business strategy and performs certain services for us, subject to oversight by our Board. Our Manager is responsible for, among other duties: (1) performing all of our day-to-day functions, with the exception of those accounting, finance and management functions performed by our Chief Financial Officer; (2) determining investment criteria in conjunction with our Board; (3) sourcing, analyzing and executing investments, asset sales and financings; (4) performing asset management duties; and (5) performing financial and accounting management, with the exception of those functions performed by our Chief Financial Officer.

The initial term of the Management Agreement ends on May 15, 2015, with automatic one-year renewal terms. Our independent directors review our Manager's performance annually and, following the initial three-year term, the Management Agreement may be terminated annually upon the affirmative vote of at least two-thirds of our independent directors based upon: (1) our Manager's unsatisfactory performance that is materially detrimental to us or (2) our determination that any fees payable to our Manager are not fair, subject to our Manager's right to prevent termination based on unfair fees by accepting a reduction of management fees agreed to by at least two-thirds of our independent directors. We are required to provide our Manager with 180 days prior notice of such termination. The initial term has been automatically extended so the term of the Management Agreement now ends on May 15, 2016.

Upon such a termination, we are required to pay our Manager a termination fee as described in the table below. We may also terminate the Management Agreement at any time, including during the initial term, with 30 days prior notice from our Board, without payment of a termination fee, for cause, as defined in the Management Agreement. Our Manager may terminate the Management Agreement if we become required to register as an investment company under the Investment Company Act of 1940, as amended, with such termination deemed to occur immediately before such event, in which case we are not required to pay a termination fee. Our Manager may also decline to renew the Management Agreement by providing us with 180 days written notice, in which case we are not required to pay a termination fee.

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The following table summarizes the fees and expense reimbursements that we pay to our Manager pursuant to the Management Agreement.

Type	Description	Payment
Management Fee	<p>Our Manager is entitled to a management fee equal to 1.5% per annum, calculated and payable quarterly in arrears, of our stockholders' equity.</p> <p>For purposes of calculating the management fee, our "stockholders' equity" means the sum of the net proceeds from any issuances of our equity securities since inception (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus our retained earnings, calculated in accordance with U.S. GAAP, at the end of the most recently completed fiscal quarter (without taking into account any non-cash equity compensation expense incurred in current or prior periods), less any amount that we pay for repurchases of our shares of common stock, excluding any unrealized gains, losses or other noncash items that have impacted stockholders' equity as reported in our financial statements prepared in accordance with U.S. GAAP, regardless of whether such items are included in other comprehensive income or loss, or in net income, and excluding onetime events pursuant to changes in U.S. GAAP and certain other non-cash charges after discussions between our Manager and our independent directors and after approval by a majority of our independent directors. However, if our stockholders' equity for any given quarter is negative based on the calculation described above, our Manager will not be entitled to receive any management fee for that quarter.</p>	Quarterly in cash.
Expense Reimbursement	Reimbursement of operating expenses related to us incurred by our Manager, including legal, accounting, due diligence and other services. We do not reimburse our Manager or its affiliates for the salaries and other compensation of their personnel.	Monthly in cash.
Termination Fee	Termination fee equal to three times the average annual management fee earned by our Manager during the prior 24-month period prior to such termination, calculated as of the end of the most recently completed fiscal quarter prior to such termination.	Upon termination of the Management Agreement by us without cause or by our Manager if we materially breach the Management Agreement.



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Our chief executive officer, who is also one of our directors, our chief investment officer and our chief operating officer also serve as officers and employees of our Manager. In addition, another of our directors, James W. Hirschmann III, also serves as an officer and employee of our Manager. As a result, the Management Agreement between us and our Manager was negotiated between related parties, and the terms, including fees and other payments payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

### **Related Party Transaction Policies**

To avoid any actual or perceived conflicts of interest with our Manager, the Management Agreement provides that: (i) an investment in any security structured or managed by our Manager or (ii) the acquisition of any security structured or issued by an entity managed by our Manager or any of its affiliates or the purchase or sale of any asset from or to an entity managed by our Manager or any of its affiliates requires the proper approval of our Board, including a majority of our independent directors.

Our Board has adopted a policy regarding the approval of any "related person transaction," which is any transaction or series of transactions in which we are or are to be a participant, the amount involved exceeds \$120,000, and a "related person" (as defined under SEC rules) has a direct or indirect material interest. Under the policy, a related person needs to promptly disclose to our Secretary any related person transaction and all material facts about the transaction. Our Secretary then assesses and promptly communicates that information to the Compensation Committee of our Board. Based on its consideration of all of the relevant facts and circumstances, the Compensation Committee decides whether or not to approve such transaction and will generally approve only those transactions that do not create a conflict of interest. If we become aware of an existing related person transaction that has not been pre-approved under this policy, the transaction is referred to the Compensation Committee which evaluates all options available, including ratification, revision or termination of such transaction. Our policy requires any director who may be interested in a related person transaction to recuse himself or herself from any consideration of such related person transaction.

### **Registration Rights Agreement**

On May 15, 2012, we completed two private placements in which we sold (i) an aggregate of 2,231,787 of our units (consisting of 2,231,787 shares of our common stock and warrants to purchase 1,115,894 shares of our common stock) to certain institutional investors, and (ii) 46,043 shares of our common stock to our Manager's deferred compensation plan. We also entered into a registration rights agreement with the purchasers of our units in the institutional private placement, the trustee of our Manager's deferred compensation plan and our Manager. Pursuant to this agreement, we agreed to register the resale of the following shares of common stock: (i) the 3,347,681 shares of common stock either issued as part of the units or underlying the component warrants, (ii) the 46,043 shares of common stock sold to our Manager's deferred compensation plan, (iii) any shares of common stock granted to our Manager under the Manager Equity Plan (an aggregate of 401,159 shares to date), and (iv) any other shares of common stock sold to our Manager (650,000 shares to date) (collectively, the "registrable shares"). All holders of the registrable shares (other than our Manager) and their direct and indirect transferees have the right to demand that we cause their registrable shares to be registered for resale on a registration statement. The registration rights agreement also required us to file a "shelf registration statement" for the registrable shares as soon as practicable after we became eligible to use Form S-3 and we must maintain the effectiveness of this shelf registration statement until all the registrable shares have been sold under the shelf registration statement or sold pursuant to Rule 144 under the Securities Act. On June 11, 2013, we filed a shelf registration statement on Form S-3 for the resale of the 3,347,681 shares of common stock beneficially owned by the institutional investors referred to above. This registration statement was declared effective by the Commission on

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December 16, 2013. We may in the future file a shelf registration statement for the resale of the registrable shares owned by our Manager and its deferred compensation plan.

### **Limitations on liability and indemnification of officers and directors**

Our amended and restated certificate of incorporation and amended and restated bylaws provide indemnification for our directors and officers to the fullest extent permitted by the Delaware General Corporate Laws, except that such directors and officers will not be indemnified to the extent that any such person has committed willful misfeasance, bad faith, gross negligence or reckless disregard involved in the conduct of such person's duty to or for us. In addition, as permitted by Delaware law, our amended and restated certificate of incorporation includes provisions that eliminate the personal liability of our directors for monetary damages resulting from breaches of certain fiduciary duties as a director. The effect of this provision is to restrict our rights and the rights of our stockholders in derivative suits to recover monetary damages against a director for breach of fiduciary duties as a director, except that a director will be personally liable to the extent such director has committed willful misfeasance, bad faith, gross negligence or reckless disregard of such director's duties involved in the conduct of the office of director.

We have entered into indemnification agreements with each of our directors and executive officers that provide for indemnification to the maximum extent permitted by Delaware law.

The above-described limitation of liability and indemnification may be held not to be enforceable for violations of the federal securities laws of the United States.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information as of April 21, 2015, regarding the ownership of each class of our capital stock by:

each of our directors;

each of our executive officers;

each holder of 5% or more of each class of our capital stock; and

all of our directors and executive officers as a group.

In accordance with SEC rules, each listed person's beneficial ownership includes:

all shares the investor actually owns beneficially or of record;

all shares over which the investor has or shares voting or dispositive control (such as in the capacity as a general partner of an investment fund); and

all shares the investor has the right to acquire within 60 days of April 21, 2015, such as (i) shares of restricted common stock that are scheduled to vest within 60 days of such date, and (ii) warrants that are currently exercisable, or will become exercisable within 60 days of such date.

Unless otherwise indicated, all shares are owned directly, and the indicated person has sole voting and investment power. Except as indicated in the footnotes to the table below, the business address of the stockholders listed below is the address of our principal executive office, 385 East Colorado Boulevard, Pasadena, California 91101.

<b>Name and Address(1)</b>	<b>Shares Owned</b>	<b>Percentage</b>
BlackRock, Inc.(2)	3,640,755	8.7%
Western Asset Management Company(3)	1,311,755	3.1%
James W. Hirschmann III	32,910	*
Gavin L. James	55,957	*
Steven M. Sherwyn	39,233	*
Anupam Agarwal	11,000	*
Travis Carr	7,485	*
Edward D. Fox	11,941	*
Ranjit M. Kripalani	1,334	*
M. Christian Mitchell	6,018	*
Richard W. Roll	6,018	*
All directors and executive officers as a group (9 persons)	171,896	*

\*  
Less than 1%.

(1) Except as indicated in the following footnotes, the business address of the stockholders listed in the table above is the address of the Company's principal executive office, 385 East Colorado Boulevard, Pasadena, California 91101.

(2)

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Information obtained solely by reference to the Schedule 13G filed with the SEC on January 22, 2015 by BlackRock, Inc. Of the reported shares, BlackRock, Inc. reported that it had sole voting power over 3,502,516 of such shares and sole dispositive power over all such shares. The address of BlackRock Inc. is 40 East 52nd Street, New York, NY 10022.

(3)

The board of Legg Mason, Inc. has investment control and dispositive power with respect to all securities held by Legg Mason, Inc. and its subsidiaries, including our Manager.

**REPORT OF THE AUDIT COMMITTEE**

The following report of the Audit Committee, covering our fiscal year ended December 31, 2014, shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C of the SEC, or the liabilities of Section 18 of the Exchange Act of 1934, as amended. Such Report shall not be deemed incorporated by reference into any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, notwithstanding any general incorporation by reference of this Proxy Statement into any other document.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors, PricewaterhouseCoopers LLP, are responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

In performing its oversight role, the Audit Committee has considered and discussed the audited financial statements with management. The Audit Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Oversight Board in Rule 3200T. The Audit Committee has received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with the independent auditors the independent auditor's independence.

Based on the review and discussions described in this report, and subject to the limitations on the role and responsibilities of the Audit Committee with regard to its oversight functions referred to below, the Audit Committee approved the audited financial statements for inclusion in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, for filing with the SEC.

The Audit Committee members do not serve as professional accountants or auditors and their functions are not intended to duplicate or to certify the activities of management and the independent auditors.

Date: April 21, 2015

Respectfully submitted,

M. Christian Mitchell, Chairman  
Edward D. Fox  
Ranjit M. Kripalani  
Richard W. Roll

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**PROPOSAL 2**

**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board has approved the Company's engagement of PricewaterhouseCoopers LLP as the Company's independent auditors. PricewaterhouseCoopers LLP has served as the Company's independent registered public accounting firm for its fiscal years 2011 through 2014, though the Company did not commence operations until May 2012.

PricewaterhouseCoopers LLP was reappointed by the Board, on the recommendation of the Audit Committee, as its independent accountants for fiscal year 2015.

A representative of PricewaterhouseCoopers LLP is expected to be present at the Annual Meeting. The representative will be given an opportunity to make a statement and to respond to appropriate questions, if he or she desires to do so.

**Audit Fees**

The aggregate fees billed by PricewaterhouseCoopers LLP for the last two fiscal year audits of the annual financial statements and reviews of financial statements included in the Company's Quarterly Reports on Form 10-Q were \$1,170,138 for 2014 and \$863,750 for 2013.

**Audit-Related Fees**

Audit-related fees include accounting advisory services related to the accounting treatment of transactions or events, including acquisitions, and to the adoption of new accounting standards, as well as additional procedures related to accounting records performed to comply with regulatory reporting requirements. The aggregate audit-related fees billed to the Company by PricewaterhouseCoopers LLP were \$95,000 for 2014 and \$67,500 for 2013.

**Tax Fees**

The aggregate fees billed by PricewaterhouseCoopers LLP for the last two fiscal years for preparation of income tax returns were \$197,100 for 2014 and \$210,000 for 2013.

**All Other Fees**

The aggregate fees billed by PricewaterhouseCoopers LLP for the last two fiscal years for other services was \$0 in 2014 and \$0 in 2013.

The Audit Committee has reviewed the fee structure and believes that PricewaterhouseCoopers LLP has the independence necessary to act as the Company's independent registered public accounting firm.

In accordance with Company policy, fees for PricewaterhouseCoopers LLP were approved in advance by the Audit Committee or full Board.

While ratification by stockholders of this appointment is not required by law or the Company's Certificate of Incorporation or Bylaws, management believes that such ratification is desirable. In the event this appointment is not ratified by an affirmative vote of stockholders holding a majority of the Company's issued and outstanding common stock in attendance at the meeting, either in person or by proxy, the Board will consider that fact when it appoints independent public accountants for the next fiscal year.

The Board recommends a vote for the ratification and approval of its selection of PricewaterhouseCoopers LLP at the 2015 Annual Meeting.

## OTHER MATTERS

As of the date of this Proxy Statement, the Board does not intend to present any matter for action at the Annual Meeting, other than as set forth in the Notice of Annual Meeting. If any other matters properly come before the Annual Meeting, it is intended that the holders of the proxies will act in accordance with their judgment on such matters.

## STOCKHOLDER PROPOSALS

Pursuant to Securities and Exchange Commission Rule 14a-8, in order to be eligible for inclusion in the proxy materials for the Company's 2016 Annual Meeting of Stockholders, any stockholder proposal to take action at such meeting must be received by the Secretary of the Company no later than December 22, 2015, which is 120 days prior to April 21, 2016, the one-year anniversary of the date on which the mailing of this Proxy Statement is expected to commence. Stockholder proposals must be made in compliance with applicable legal requirements promulgated by the SEC and must be furnished to the Secretary of the Company by certified mail, return receipt requested.

If stockholders wish to submit proposals outside of the process of Rule 14a-8 under the Exchange Act, in order for such proposal to be considered "timely" for the purposes of Rule 14a-4(c) under the Exchange Act, the proposal must be received by the Secretary of the Company no later than March 1, 2016, assuming that the Company's 2016 Annual Meeting of Stockholders is held within 30 days of June 4, 2015. In addition, pursuant to the Company's Bylaws, in order to be properly brought before the Company's 2016 Annual Meeting of Stockholders, a stockholder's notice of the matter the stockholder wishes to present must be delivered to the Secretary of the Company at its principal executive offices not less than 60 nor more than 90 days prior to the date of such annual meeting.

## ANNUAL REPORT

**The Company, upon request, will furnish to record and beneficial holders of its common stock, free of charge, an additional copy of its Annual Report on Form 10-K (including financial statements and schedules but without exhibits) for the year ended December 31, 2014. Copies of exhibits to the Form 10-K also will be furnished upon request at the payment of a reasonable charge. All requests should be directed to Investor Relations for the Company care of Financial Profiles, Inc., 11601 Wilshire Blvd., Suite 1920, Los Angeles, CA 90025.**

YOU ARE URGED TO SIGN AND RETURN YOUR PROXY PROMPTLY TO MAKE CERTAIN YOUR SHARES WILL BE VOTED AT THE 2015 ANNUAL MEETING. FOR YOUR CONVENIENCE, A RETURN ENVELOPE IS ENCLOSED.

BY ORDER OF THE BOARD

Charles A. Ruys de Perez, *Secretary*  
Pasadena, California  
April 21, 2015











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