

CAPSTEAD MORTGAGE CORP
Form 8-K
June 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 20, 2012

CAPSTEAD MORTGAGE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State of Incorporation)

001-08896
(Commission

File No.)

75-2027937
(I.R.S. Employer

Identification No.)

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8401 North Central Expressway

Suite 800

Dallas, Texas
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (214) 874-2323

75225
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.14a-12).
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Appointment of Director

On June 20, 2012, the Board of Directors of Capstead Mortgage Corporation (the Company) voted to appoint Michelle P. Goolsby as an independent Director.

In exchange for her services as a Director for the remainder of the 2012 fiscal year, Ms. Goolsby will receive the following compensation: (1) a pro-rated annual cash retainer of \$30,000 and (2) a grant of 3,000 restricted stock awards that shall vest in full on April 15, 2013. She is also eligible to receive additional compensation for service as a member of a committee of the Board in accordance with the Company s non-employee director compensation policy, in the event that the Board appoints Ms. Goolsby to a committee. Ms. Goolsby shall also receive reimbursement for reasonable out-of-pocket expenses incurred in attending meetings of the Board or any committee.

The Company issued a press release announcing Ms. Goolsby s appointment to the Board of Directors on June 20, 2012. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press release issued by Capstead Mortgage Corporation dated June 20, 2012 announcing appointment of director.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAPSTEAD MORTGAGE CORPORATION

June 25, 2012

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