

Western Asset Mortgage Capital Corp  
Form 8-K  
May 17, 2017

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

FORM 8-K

CURRENT REPORT

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

May 17, 2017 (May 15, 2017)  
Date of Report (Date of earliest event reported):

Western Asset Mortgage Capital Corporation  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OF INCORPORATION)

001-35543                                  27-0298092  
(COMMISSION FILE NUMBER) (IRS EMPLOYER ID. NUMBER)

385 East Colorado Boulevard                                  91101  
Pasadena, California                                                          (ZIP CODE)  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(626) 844-9400  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Exchange Act.x

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2017, Western Asset Management Company, the external manager (the “Manager”) of Western Asset Mortgage Capital Corporation (the “Company”), finalized the bonus payable to Lisa Meyer, the Company’s chief financial officer and treasurer, with respect to the twelve months ended December 31, 2016. For such period, the Manager paid Ms. Meyer a bonus totaling \$450,000, which consisted of \$360,000 in cash, \$50,040 in deferred cash under the Manager's deferred compensation plan and restricted shares of the Company's common stock with a grant date fair value of \$39,960, which such restricted shares will vest in one-quarter increments on April 30 of each of 2018, 2019, 2020 and 2021. The cash portion of the bonus is included in the "Bonus" column of the Summary Compensation Table below, and the portion of the bonus that was payable in restricted shares will be included in the "Stock Awards" column of the Summary Compensation Table included in the Company's definitive proxy statement for the twelve months ended December 31, 2017. As disclosed in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 18, 2017 (the “Proxy”), the Company will reimburse the Manager for the payment of this bonus.

Ms. Meyer’s bonus amount for 2016 was not included in the Summary Compensation Table included in the Proxy because it had not been determined at the time of filing the Proxy. Pursuant to Item 5.02(f) of Form 8-K, below is a revised Summary Compensation Table, which includes (i) the cash portion of the 2016 bonus amount paid by the Manager to Ms. Meyer and reimbursed by the Company and (ii) the revised total compensation figure for 2016. No other amounts have changed.

Summary Compensation Table

The following table sets forth Ms. Meyer's annual summary compensation (paid by the Manager and reimbursed by the Company) for the fiscal year ended December 31, 2016.

Name and Principal Position	Year	Salary	Bonus	Stock Awards	All Other Compensation	Total
Lisa Meyer (Chief Financial Officer and Treasurer)	2016	\$167,308	\$410,040	(1) --	(2)\$ 47,119	(3)\$624,467

(1) Represents a bonus consisting of \$360,000 in cash and \$50,040 in deferred cash under the Manager's deferred compensation plan.

(2) No shares were awarded to Ms. Meyer pursuant to the Company's or the Manager's equity plans in 2016.

(3) Includes (i) \$6,472 in matching contributions to our Manager's 401(k) plan, (ii) \$1,080 in life insurance premiums paid on behalf of Ms. Meyer, (iii) \$10,812 in medical benefits paid on behalf of Ms. Meyer and (iv) \$28,755 in relocation expenses.

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 hereto duly authorized.

Date: May 17, 2017 By: /s/ Adam C. E. Wright

Name: Adam C. E. Wright

Title: Assistant Secretary