GLOBUS MEDICAL INC
Form S-1/A
July 23, 2012
Table of Contents

As filed with the Securities and Exchange Commission on July 23, 2012

Registration No. 333-180426

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 4

to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Globus Medical, Inc.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**3841** **(Primary Standard Industrial Classification Code Number)**	**04-3744954** **(I.R.S. Employer Identification Number)**

Valley Forge Business Center

2560 General Armistead Avenue

Audubon, PA 19403

(610) 930-1800

(Address, including zip code and telephone number, including area code, of registrant s principal executive offices)

Anthony L. Williams

Vice President and Corporate Counsel

Globus Medical, Inc.

Valley Forge Business Center

2560 General Armistead Avenue

Audubon, PA 19403

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(Name, address, including zip code and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be registered	**Proposed Maximum Aggregate Offering Price (1)**	**Amount of Registration Fee (2)(3)**
Class A Common Stock, $0.001 par value per share	$243,529,398	$27,908

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended, and includes shares of our Class A common stock that the underwriters have an option to purchase to cover over-allotments, if any.
(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.
(3) The total registration fee includes $17,190 that was previously paid for the registration of $150,000,000 of proposed maximum offering price and $10,718 for the registration of an additional $93,529,398 of proposed maximum offering price registered hereby.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated July 23, 2012

PROSPECTUS

11,764,705 Shares

Class A Common Stock

This is the initial public offering of Globus Medical, Inc. We are selling 2,941,176 shares of our Class A common stock and the selling stockholders are selling 8,823,529 shares of our Class A common stock. We will not receive any proceeds from the sale of shares of our Class A common stock to be offered by the selling stockholders.

We expect the public offering price to be between $16.00 and $18.00 per share. Currently, no public market exists for the shares. We have applied to list our Class A common stock on the New York Stock Exchange under the symbol GMED.

Following this offering, we will have two classes of common stock outstanding: Class A common stock and Class B common stock. The rights of the holders of our Class A common stock and our Class B common stock are identical, except with respect to voting and conversion. Each share of our Class A common stock is entitled to one vote per share and is not convertible into any other shares of our capital stock. Each share of our Class B common stock is entitled to ten votes per share and is convertible into one share of our Class A common stock at any time. Our Class B common stock also will automatically convert into shares of our Class A common stock upon certain transfers. Please read Description of Capital Stock Common Stock.

We are an emerging growth company under the federal securities laws and will be subject to reduced public company reporting requirements. Investing in our Class A common stock involves risks that are described in the Risk Factors section beginning on page 15 of this prospectus.

	Per Share	Total
Public offering price	$	$
Underwriting discounts	$	$
Proceeds, before expenses, to Globus Medical, Inc.	$	$

Proceeds, before expenses, to the selling stockholders	$	$

The underwriters may also purchase up to an additional 1,764,706 shares of our Class A common stock from the selling stockholders, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus to cover overallotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the shares of Class A common stock will be made on or about , 2012.

BofA Merrill Lynch **Goldman, Sachs & Co.** **Piper Jaffray**

Leerink Swann

Canaccord Genuity **William Blair** **Oppenheimer & Co.**

The date of this prospectus is , 2012.

Table of Contents

TABLE OF CONTENTS

	Page
PROSPECTUS SUMMARY	1
RISK FACTORS	15
CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS	52
USE OF PROCEEDS	54
DIVIDEND POLICY	55
CAPITALIZATION	56
DILUTION	59
SELECTED CONSOLIDATED FINANCIAL DATA	61
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	64
BUSINESS	84
MANAGEMENT	110
EXECUTIVE COMPENSATION	118
CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS	126
DESCRIPTION OF CAPITAL STOCK	130
PRINCIPAL AND SELLING STOCKHOLDERS	135
SHARES ELIGIBLE FOR FUTURE SALE	139
CERTAIN U.S. FEDERAL TAX CONSIDERATIONS APPLICABLE TO NON-U.S. HOLDERS	141
UNDERWRITING	145
LEGAL MATTERS	152
EXPERTS	152
WHERE YOU CAN FIND ADDITIONAL INFORMATION	152
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	F-1

You should rely only on the information contained in this document and any free writing prospectus we provide to you. We have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

We intend to effectuate a 3.25-to-1 stock split of our outstanding common stock immediately prior to the effectiveness of the registration statement of which this prospectus forms a part. As of the date of this preliminary prospectus, we have not yet effectuated this reverse stock split.

MARKET AND INDUSTRY DATA

This prospectus contains industry, market, and competitive position data that are based on industry publications and studies conducted by third parties. The industry publications and third-party studies generally state that the information that they contain has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications and third-party studies is reliable, we have not independently verified the market and industry data obtained from these third-party sources.

Table of Contents

TRADEMARKS

The Globus Medical trademark portfolio contains 74 registered trademarks and 41 pending trademarks. The Globus Medical trademark portfolio includes domestic and foreign trademarks with associated logos and tag lines. The following list includes all registered marks and pending marks. All other trademarks or trade names referred to in this prospectus are the property of their respective owners.

The following are registered trademarks:

GLOBUS MEDICAL; GLOBUS MEDICAL Logo; MAINTAIN; PRESERVE; SECURE; SUSTAIN; PROTEX; ASSURE; ACCUFLEX; XPAND (US); PIVOT; GATEWAY; RETAIN; REVERE; LAMINEX; NUBONE; INDEPENDENCE; CITADEL; MICROFUSE; PATRIOT; COLONIAL; CONSTITUTION; CONTINENTAL; NIKO; TRIUMPH; RENEGADE (EU); RELIEVE; TRANSITION; ADDITION; H-LINK ; CORRIDOR; SIGNATURE; REVOLVE; ELLIPSE; THINKSPINE Logo; VIP; XTEND; ELLIPTICLICK; TRUSS; COALITION; ZYFUSE; TRANSCONTINENTAL; RESCUE; RETRIEVE; INTERCONTINENTAL; CONDUCT; LIFE MOVES US; CALIBER; SP-FIX; SKIN TO SKIN; REVLOK; FACET SOLUTIONS; FACET SOLUTIONS, INC. Logo; AFRS; ACADIA; ALGEA THERAPIES (EU); ALGEA (Design EU and Switzerland); ACCUMETER; Globus Medical Etched Logo BEACON; SOFTSTOP.

The following are pending trademarks:

XPAND (Foreign); PREEMINENCE IN SPINE; ORBIT; RENEGADE (US); FORTIFY; LATIS; REVOLVER; THINKSPINE; ZYLIF; ZLIF; DROP & LOCK; KINEX; LIFE MOVES US; CONTAIN; UNIFY; AFFIRM; COMPOSE; ALGEA; ALGEA THERAPIES (US); ALGEA (Design US); SI-LOK; FORGE; CANOPY; GLOBUS MEDICAL (New Logo); CHIMERA; INTERVENTIONS FOR LIFE; RISE; OPTIC LOCKING TECHNOLOGY; SP-FIX ARC; PLYMOUTH; XEMPLIFI; BERETTA; INTRALIF; MARVEL; SP-FLEX; CREO; IN-LOK.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights certain information appearing elsewhere in this prospectus. As this is a summary, it does not contain all of the information that you should consider in making an investment decision. You should read the entire prospectus carefully, including the information under Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included in this prospectus, before investing. Unless otherwise stated in this prospectus, references to Globus, we, us or our company refer to Globus Medical, Inc. and its subsidiaries.

We refer to Adjusted EBITDA in this prospectus summary and elsewhere in this prospectus. For the definition of Adjusted EBITDA, an explanation of why we present it and a description of the limitations of this non-GAAP measure, as well as a reconciliation to net income, see Summary Consolidated Financial Data.

Our Business

We are a medical device company focused exclusively on the design, development and commercialization of products that promote healing in patients with spine disorders. We are an engineering-driven company with a history of rapidly developing and commercializing products that assist surgeons in effectively treating their patients, respond to evolving surgeon needs and address new treatment options. Since our inception in 2003, we have launched over 100 products and offer a comprehensive portfolio of innovative and differentiated products addressing a broad array of spinal pathologies, anatomies and surgical approaches. We were formed in 2003 and have grown our sales to $331.5 million in 2011. We have been able to achieve our success while maintaining strong profit margins. For the year ended December 31, 2011, we had $118.6 million of Adjusted EBITDA, representing an Adjusted EBITDA margin of 36%, and $60.8 million of net income. For the three months ended March 31, 2012, we had sales of $94.7 million as compared to $78.3 million for the three months ended March 31, 2011, an increase of $16.4 million or 21%. For the three months ended March 31, 2012, we had $34.0 million of Adjusted EBITDA, representing an Adjusted EBITDA margin of 36%, and $17.6 million of net income. We had positive Adjusted EBITDA and Adjusted EBITDA margins in excess of 35% for each of the years ended December 31, 2009, 2010 and 2011.

All of our products fall into one of two categories: innovative fusion or disruptive technologies. Our innovative fusion products address a broad range of spinal fusion surgical procedures. Spinal fusion is a surgical procedure to correct problems with the individual vertebrae, the interlocking bones making up the spine, by preventing movement of the affected bones. We believe our innovative fusion products demonstrate features and characteristics that provide advantages for surgeons and contribute to better outcomes for patients as compared to traditional fusion products.

We define disruptive technologies as those that represent a significant shift in the treatment of spine disorders by allowing for novel surgical procedures, improvements to existing surgical procedures, the treatment of spine disorders by new physician specialties, and surgical intervention earlier in the continuum of care. Our current portfolio of approved and pipeline products includes a variety of disruptive technology products, which we believe offer material improvements to fusion procedures, such as minimally invasive surgical, or MIS, techniques, as well as new treatment alternatives including motion preservation technologies, such as dynamic stabilization, total disc replacement and interspinous process spacer products, and advanced biomaterials technologies, as well as interventional pain management solutions, including treatments for vertebral compression fractures.

We expect the market for disruptive technologies to grow faster than the traditional fusion market and expand the overall addressable population of patients seeking surgical treatment for spine disorders. For the three months ended March 31, 2012, for example, total sales of our innovative fusion products and our disruptive

Table of Contents

technologies products were $61.5 million and $33.2 million, respectively, representing increases of 9% and 51%, respectively, over the three months ended March 31, 2011. For the year ended December 31, 2011, total sales of our innovative fusion products and our disruptive technologies products were $224.4 million and $107.1 million, respectively, representing year-over-year growth rates of 4% and 47%, respectively.

We have a product development engine that we believe is unique and highly efficient. It employs an integrated team approach to product development that involves collaboration among surgeons, our engineers, our dedicated researchers, our highly-skilled machinists, and our clinical and regulatory personnel. We believe that utilizing these integrated teams, as well as our extensive in-house facilities, enables us to design, test and obtain regulatory approvals of our products at a faster rate than our competitors. We emphasize the importance of developing new products that are improvements to existing technologies and offerings, which we believe drives demand for our products. We have introduced 44 products since 2009, which accounted for 46% of our sales for the year ended December 31, 2011. Two examples of recent product development successes are COALITION, which was launched in April 2009 and represented 11% of our sales for the year ended December 31, 2011, and for the three months ended March 31, 2012, and CALIBER, which was launched in January 2011 and represented 10% of our sales for the three months ended March 31, 2012. Other than the REVERE 5.5 Titanium Degen System, which represented 21% of our sales for the year ended December 31, 2011, and the three months ended March 31, 2012, no product represented a greater percentage of our sales in the three months ended March 31, 2012 than COALITION and CALIBER.

Our product development engine allows us to develop products that we believe demonstrate features and characteristics that provide advantages for surgeons and contribute to better outcomes for patients. We believe the use of our products reduces costs as a result of lower morbidity rates, shorter patient recovery times and shorter hospital stays.

We market and sell our products through our exclusive global sales force. As of March 31, 2012, our U.S. sales force consisted of 336 sales representatives employed by us or our 19 exclusive independent distributors. As of March 31, 2012, our international operations consisted of 87 employees and eight exclusive independent distributors, which together had sales in 17 countries during 2011. We expect to continue to expand our domestic and international sales and marketing infrastructure. We intend to add a total of 24 additional direct and distributor sales representatives in the United States and aim to have a sales presence in eight additional countries by the end of 2012. As of March 31, 2012, we had also hired a newly-formed, separate sales force consisting of 32 sales representatives to market and sell our current and planned interventional pain management products, which we market under the trade name Algea Therapies. We intend to recruit additional sales representatives strategically to grow that business. We believe the planned expansion of our U.S. and international sales forces provides us with significant opportunities for future growth as we continue to penetrate existing geographic markets and enter new ones.

Market Opportunity

According to iData Research, Inc. the $10.0 billion worldwide spine market consists of the $5.9 billion spinal fusion market and the $4.1 billion disruptive technologies market. We believe the worldwide market for spine surgery will continue to grow as a result of the following market influences:

- *Favorable patient demographics*. The number of people over the age of 65 is large and growing. Improvements in healthcare have led to increasing life expectancies worldwide and the opportunity to lead more active lifestyles at advanced ages. These trends are expected to generate increased demand for spine surgeries.

- *Improving technologies leading to increased use of fusion procedures*. Due to the longevity of its practice and acceptable clinical outcomes, fusion has become a standard treatment option for

Table of Contents

patients presenting more advanced stages of spine disease. We expect that the development of improved fusion products will continue to contribute to spinal fusion as a leading treatment for advanced stages of spine disease.

Disruptive technologies driving earlier interventions and creating an expanded patient base. Disruptive technologies are gaining increasing acceptance among patients and surgeons because they allow for novel surgical procedures, improvements to existing surgical procedures, the treatment of spine disorders by new physician specialties, and surgical intervention earlier in the continuum of care, all of which can result in better outcomes for patients. We believe surgeons and patients who would otherwise choose more conservative nonsurgical treatment plans with sub-optimal results may elect a surgical option utilizing disruptive technologies to treat spine disorders. As a result, disruptive technologies are expected to drive accelerated growth and increase the size of the addressable patient population for spine surgery.

Continued market penetration internationally. While the United States comprises approximately 5% of the worldwide population, according to iData Research, Inc., approximately 53% of spine surgeries occur in the United States. We believe that improvements to the standard of care, including the introduction of new products and the expansion of international sales forces, will increase demand for spine products outside of the United States.

Our Competitive Strengths

We are focused exclusively on the spine market and our senior leadership team has over 200 years of collective experience in the spine and medical device industries. We believe that this focus and experience, combined with the following principal competitive strengths, will allow us to grow our sales faster than our competitors and the overall spine industry:

Comprehensive and broad portfolio of innovative fusion products. We have a comprehensive portfolio of innovative fusion products that addresses a broad array of spinal pathologies, anatomies and surgical approaches. We believe our innovative fusion products demonstrate features and characteristics that provide advantages for surgeons and contribute to better outcomes for patients as compared to traditional fusion products.

Well-positioned disruptive technology products. We expect the market for disruptive technologies to grow faster than the traditional fusion market. We currently have a comprehensive and broad portfolio of MIS, motion preservation and advanced biomaterials products, with several other products in various stages of development. We believe our current portfolio and pipeline of disruptive technology products provide improved patient outcomes, reduce overall costs and position us to capitalize on the growth in this market.

Integrated product development engine. Our integrated teams of surgeons, engineers, dedicated researchers, highly-skilled machinists, and clinical and regulatory personnel work together to conceptualize, evaluate, and develop potential new products through an iterative process that allows for rapid product development. We believe that our process results in a unique and highly efficient approach to product development that significantly reduces the time required to advance a potential product from concept to commercialization, and allows us to react quickly to evolving surgeon and patient needs, address new treatment options, and introduce several new products annually.

Exclusive U.S. sales force with broad geographic scope. As of March 31, 2012, our U.S. sales force consisted of 336 sales representatives employed by us or our 19 exclusive independent distributors, not counting our separate Algea Therapies sales force. Our direct and distributor sales representatives are highly trained in the clinical benefits of our products and frequently consult with surgeons and surgical staff inside the operating room regarding the use of our products. We believe the size, expertise and exclusive nature of our sales force enable us to maximize our market penetration and continue to expand our geographic presence.

Demonstrated track record of profitability with established scale. We have made investments in our infrastructure that have allowed us to develop and commercialize over 100 new products since our inception, while maintaining strong profit margins typically associated with our larger competitors. For the year ended December 31, 2011, we generated sales of $331.5 million, Adjusted EBITDA of $118.6 million and net income of $60.8 million, and for the three months ended March 31, 2012, we generated sales of $94.7 million, Adjusted EBITDA of $34.0 million and net income of $17.6 million. Our disciplined approach has contributed to Adjusted EBITDA margins in excess of 35% for each of the years ended December 31, 2009, 2010 and 2011.

Our Products and Clinical Development Programs

We currently offer a comprehensive and broad portfolio of over 100 innovative fusion and disruptive technology products. Our innovative fusion products are used in cervical, thoracolumbar, sacral, and interbody/corpectomy fusion procedures to treat degenerative, deformity, tumor, and trauma conditions. Our disruptive technology products include MIS, motion preservation and advanced biomaterials technologies. We continue to develop and test novel spine products, and as of the date of this prospectus, we had over 30 potential new products in various stages of development. We are currently conducting clinical trials for several new disruptive technologies under FDA-approved investigational device exemptions, or IDEs, including the SECURE-C Cervical Artificial Disc, the ACADIA Facet Replacement System, and the TRIUMPH Lumbar Disc. We expect to launch approximately five to ten new products in each of the next three years.

Our Strategy

Our goal is to become the leader in providing innovative solutions across the continuum of care in the spine market. To achieve this goal, we are employing the following business strategies:

Leverage our product development engine. We plan to continue to develop innovative fusion products and disruptive technology products in the areas of MIS, motion preservation, and advanced biomaterials technologies using what we believe to be a unique and highly efficient product development engine. We believe our team-oriented approach, active surgeon input and demonstrated product development and commercialization capabilities position us to maintain a rapid rate of new product launches.

Increase the size, scope and productivity of our exclusive U.S. sales force. We have made, and intend to continue to make, significant investments in our exclusive U.S. sales force to maximize our market penetration and expand our geographic presence. We intend to add a total of 24 additional direct and distributor sales representatives in the United States by the end of 2012. We also intend to continue recruiting additional sales representatives strategically to grow our Algea Therapies sales force. We will continue to provide our sales representatives with specialized development programs designed to improve their productivity.

Continue to expand into international markets. We expect to continue to increase our international presence through the commercialization of additional products and through the expansion of our direct and distributor sales force. As of December 31, 2011, we had an existing direct or distributor sales presence in 17 countries outside of the United States and aim to have a sales presence in eight additional countries by the end of 2012.

Table of Contents

Pursue strategic acquisitions and alliances. We intend to selectively pursue acquisitions and alliances in the future that will provide us with new or complementary technologies, personnel with significant relevant experience, or increased market penetration. We are currently evaluating a number of possible acquisitions or strategic relationships and believe that our resources and experience make us an attractive acquiror or partner.

Recent Developments

We are currently finalizing our financial results for the three and six months ended June 30, 2012. While complete financial information and operating data are not available, based on information currently available, set forth below are certain preliminary estimates of the results of operations that we expect to report for our second quarter of 2012. Our actual results may differ materially from these estimates due to the completion of our financial closing procedures, final adjustments and other developments that may arise between now and the time the financial results for our second quarter are finalized. All percentage comparisons to the prior year are measured to the mid-point of the range provided for 2012.

The following are our preliminary estimates for the three months ended June 30, 2012:

- Sales are expected to be between $95.5 million and $96.0 million, an 18% increase from $80.9 million in the corresponding prior year period. The estimated increase in sales is due primarily to increased volume of sales of our disruptive technology products and increased market penetration in the United States and continued increases in our international market penetration.

- Gross profit is expected to be between $77.0 million and $77.6 million, a 21% increase from $63.7 million in the corresponding prior year period. The estimated increase in gross profit is due primarily to an increase in the volume of sales of our products both within the United States and internationally.

- Operating income is expected to be between $30.0 million and $30.6 million, a 27% increase from $23.8 million in the corresponding prior year period. The estimated improvement in operating income compared to the corresponding prior year period is due primarily to the increase in sales volume as stated above, partially offset by the increase in headcount and other overhead costs associated with our increase in sales.

- Net income is expected to be between $18.4 million and $19.0 million, an 18% increase from $15.9 million in the corresponding prior year period. The estimated increase in net income is due primarily to the factors described above.

- Adjusted EBITDA is expected to be between $34.1 million and $34.7 million, a 19% increase from $29.0 million in the corresponding prior year period. Adjustments to net income made to arrive at Adjusted EBITDA for the three months ended June 30, 2012 and 2011 were due to provision of income taxes (expected to be between $11.0 million and $11.5 million as compared to $7.9 million, respectively), depreciation and amortization (expected to be approximately $4.5 million as compared to $4.1 million, respectively), stock-based compensation (expected to be approximately $1.0 million as compared to $0.6 million, respectively), provision for litigation settlements (expected to be approximately $(1.1) million as compared to $0.4 million, respectively), change in fair value of contingent consideration (expected to be $0.1 million as compared to $0.2 million, respectively), and interest (income)/expense (expected to be $(0.1) million as compared to $0.1 million, respectively).

As of June 30, 2012, we had approximately $165.0 million of cash and cash equivalents.

Table of Contents

Adjusted EBITDA is a non-GAAP measure. For a definition of Adjusted EBITDA, as well as reasons why management believes the inclusion of Adjusted EBITDA is appropriate to provide additional information to investors about our performance and certain limitations of the measure, see Summary Consolidated Financial Data.

The estimates above represent the most current information available to management. We have provided a range for the preliminary results described above primarily because our financial closing procedures for the month and quarter ended June 30, 2012 are not yet complete. As a result, there is a possibility that our final results will vary from these preliminary estimates. We currently expect that our final results will be within the ranges described above. It is possible, however, that our final results will not be within the ranges we currently estimate. The estimates for the three months ended June 30, 2012 are not necessarily indicative of any future period and should be read together with Risk Factors, Cautionary Note Concerning Forward-Looking Statements, Management s Discussion and Analysis of Financial Condition and Results of Operations, Selected Consolidated Financial Data and our financial statements and related notes included elsewhere in this prospectus.

The preliminary financial data included in this prospectus has been prepared by, and is the responsibility of, our management and has not been reviewed or audited by our independent registered public accounting firm. Accordingly, our independent registered public accounting firm does not express an opinion or any other form of assurance with respect to this preliminary data.

We expect our closing procedures with respect to the three months ended June 30, 2012 to be completed in August 2012. Accordingly, our consolidated financial statements as of and for the three and six months ended June 30, 2012 will not likely be available until after this offering is completed.

Risks Affecting Us

We are subject to numerous risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows and prospects. Please read the section entitled Risk Factors beginning on page 15 for a discussion of some of the factors you should carefully consider before deciding to invest in our Class A common stock. In particular, our business depends substantially on spine surgeons recognizing our products as a superior choice for patients, and on third-party payors offering reimbursement to healthcare providers for our products. We rely on the expertise of our sales force and may not be able to maintain or expand it. Our competitors and potential competitors include much larger companies with more resources and commercialization experience than we have. Our products have not been subject to long-term clinical studies as to their safety and effectiveness, and so our products may prove to be less safe or effective than initially thought. Our products are heavily regulated, and changes in legal or regulatory requirements, including healthcare reform, could affect us, our products and their use. Our ability to grow our business may be limited by a number of factors, including intellectual property held by others.

Corporate Information

We were incorporated in Delaware in 2003. Our principal executive offices are located at Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, Pennsylvania 19403. The telephone number of our principal executive office is (610) 930-1800. Our website is *www.globusmedical.com*. The information on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website to be a part of this prospectus or in deciding whether to purchase our Class A common stock.

Table of Contents

Implications of Being an Emerging Growth Company

As a company with less than $1.0 billion in revenue during our last fiscal year, we qualify as an emerging growth company as defined in the Jumpstart our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of specified reduced reporting requirements and is relieved of certain other significant requirements that are otherwise generally applicable to public companies. As an emerging growth company,

- we may present only two years of audited financial statements and only two years of related Management s Discussion & Analysis of Financial Condition and Results of Operations, or MD&A;
- we are exempt from requirement to obtain an attestation and report from our auditors on the assessment of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act of 2002;
- we are permitted to provide less extensive disclosure about our executive compensation arrangements;
- we are not required to give our stockholders non-binding advisory votes on executive compensation or golden parachute arrangements; and
- we have elected to use an extended transition period for complying with new or revised accounting standards.

We may take advantage of these provisions for up to five years or such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company if we have more than $1.0 billion in annual revenues, have more than $700 million in market value of our common stock held by non-affiliates, or issue more than $1.0 billion of non-convertible debt over a three-year period. We may choose to take advantage of some but not all of these reduced burdens.

Table of Contents

The Offering

Issuer	Globus Medical, Inc.
Class A common stock offered by us	2,941,176 shares
Class A common stock offered by the selling stockholders	8,823,529 shares (10,588,235 shares in the event the underwriters exercise their option to purchase additional shares in full to cover overallotments, if any)
Class A common stock to be outstanding immediately after this offering	64,522,640 shares
Class B common stock to be outstanding immediately after this offering	26,723,677 shares
Total Class A and Class B common stock to be outstanding immediately after this offering	91,246,317 shares
Voting rights	Following this offering, we will have outstanding two classes of common stock: Class A common stock and Class B common stock. The rights of the holders of our Class A and Class B common stock are identical, except with respect to voting and conversion. The holders of our Class B common stock are entitled to ten votes per share and the holders of our Class A common stock are entitled to one vote per share. The shares of our Class B common stock outstanding after this offering will represent approximately 29% of the total number of shares of our Class A and Class B common stock outstanding after this offering and 81% of the combined voting power of our Class A and Class B common stock outstanding after this offering. The holders of our Class A and Class B common stock will vote together as a single class on all matters submitted to a vote of our stockholders, unless otherwise required by law. Following this offering, David C. Paul, our Chief Executive Officer and Chairman, will control 81% of the voting power of our outstanding capital stock. Each share of our Class B common stock is convertible into one share of our Class A common stock at any time and will convert automatically upon certain transfers. Immediately upon the closing of this offering, any holders of Class B common stock who own less than 10% of the aggregate number of all outstanding shares of our common stock will have such shares automatically converted to Class A common stock, and any time following this offering, any holders of Class B common stock who own less than 5% of the aggregate number of outstanding shares of our common stock will have such shares automatically converted to Class A common stock. See Description of Capital Stock.

Table of Contents

Use of proceeds	The principal purposes of this offering are to create a public market for our Class A common stock and thereby enable future access to the public equity markets by us and our employees, obtain additional capital, and facilitate an orderly distribution of shares for the selling stockholders. We estimate that our net proceeds from the sale of 2,941,176 shares of our Class A common stock in this offering will be approximately $35.1 million, assuming an initial offering price of $17.00 per share, which is the midpoint of the price range set forth on the cover page of this prospectus, and after deducting estimated underwriting discounts and commissions and estimated offering expenses. We intend to use the net proceeds received by us from this offering for working capital and general corporate purposes, including further expansion of our sales and marketing efforts and continued investments in research and development; however we do not have any specific uses of the net proceeds planned. We will not receive any proceeds from the sale of any shares of our Class A common stock by the selling stockholders. See Use of Proceeds.
Risk factors	Investing in our Class A common stock involves risks. See Risk Factors beginning on page 15 of this prospectus for a discussion of factors you should carefully consider before deciding to invest in our Class A common stock.
Proposed New York Stock Exchange Symbol	GMED

The number of shares of our Class A and Class B common stock to be outstanding after this offering is based upon an aggregate of 88,305,141 shares of Class A and Class B common stock outstanding as of March 31, 2012, and excludes:

- 6,582,804 shares of common stock issuable upon exercise of outstanding options to purchase shares of common stock as of March 31, 2012, at a weighted average exercise price of $5.46 per share; and

- 33,189,649 shares of common stock reserved for future issuance under our stock option plans as of March 31, 2012.

Except as otherwise indicated, the information in this prospectus gives effect to the 3.25-to-1 stock split of our outstanding common stock to be effected immediately prior to the effectiveness of the registration statement of which this prospectus forms a part and assumes:

- the filing and effectiveness of our amended and restated certificate of incorporation immediately prior to the closing of this offering;

- the automatic conversion upon the closing of this offering of all shares of our Series E preferred stock to 15,597,300 shares of our Class B common stock (which does not give effect to any additional shares of Class B common stock issuable upon conversion of our Series E preferred stock if the public offering price in this offering falls below the minimum of $14.10 per share, as described elsewhere in this prospectus; see Certain Relationships and Related-Party Transactions Amended and Restated Certificate of Incorporation);

Table of Contents

- the subsequent automatic conversion upon the closing of this offering of 50,140,849 shares of our Class B common stock (which reflects all such shares of Class B common stock held by those who own less than 10% of the aggregate number of all outstanding shares of our common stock) to 50,140,849 shares of our Class A common stock;

- the automatic conversion upon the closing of this offering of all shares of our Class C common stock to 63,408 shares of our Class A common stock;

- the automatic conversion of 3,693,264 shares of Class B common stock to 3,693,264 shares of Class A common stock upon their sale by the selling stockholders in this offering; and

- no exercise of the underwriters overallotment option to purchase up to an additional 1,764,706 shares of our Class A common stock from the selling stockholders.

We intend to effectuate a 3.25-to-1 stock split of our outstanding common stock immediately prior to the effectiveness of the registration statement of which this prospectus forms a part. Although the number of outstanding shares of our Series E preferred stock will not change in the event of this reverse stock split, the rate at which shares of our Series E preferred stock convert into shares of Class B common stock will decrease proportionally to the reverse stock split ratio. The reverse stock split will not affect the number of shares of capital stock we are authorized to issue. As a result of the reverse stock split, the number of unreserved and issuable shares of authorized common stock will increase. As of the date of this prospectus, we have not yet effectuated this reverse stock split.

Table of Contents

Summary Consolidated Financial Data

The following table sets forth our summary consolidated financial data for the periods indicated. We derived the summary consolidated financial data presented below as of December 31, 2010 and 2011 and for the years ended December 31, 2009, 2010 and 2011 from our audited consolidated financial statements included elsewhere in this prospectus. We derived the summary consolidated financial data presented below as of March 31, 2012 and for the three months ended March 31, 2011 and 2012 from our unaudited consolidated financial statements included elsewhere in this prospectus.

Our historical results are not necessarily indicative of future operating results and our interim results are not necessarily indicative of results for a full year. The following summary consolidated financial data should be read in conjunction with, and is qualified in its entirety by reference to, Selected Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included elsewhere in this prospectus.

	Year Ended December 31,			Three Months Ended March 31,	
	2009	2010	2011	2011	2012
				(unaudited)	
	(amounts in thousands, except per share data)				
Statement of Operations Data:					
Sales	$ 254,344	$ 288,195	$ 331,478	$ 78,279	$ 94,717
Cost of goods sold	41,607	53,825	68,796	14,899	18,391
Gross profit	212,737	234,370	262,682	63,380	76,326
Operating expenses:					
Research and development	20,521	21,309	23,464	6,040	6,736
Selling, general and administrative	108,422	122,589	140,386	34,014	41,225
Provision for litigation settlements	1,889	2,787	1,470	14	307
Total operating expenses	$ 130,832	$ 146,685	$ 165,320	40,068	48,268
Operating income	81,905	87,685	97,362	23,312	28,058
Other income (expense), net	(127)	54	(413)	4	225
Income before income taxes	81,778	87,739	96,949	23,316	28,283
Income tax provision	29,745	33,281	36,165	8,885	10,707
Net income	52,033	54,458	60,784	14,431	17,576
Less: Net income attributable to noncontrolling interest (1)	3,300				
Net income attributable to Globus Medical, Inc.	$ 48,733	$ 54,458	$ 60,784	$ 14,431	$ 17,576
Net income per common share (2):					
Basic	$ 0.56	$ 0.61	$ 0.69	$ 0.16	$ 0.20
Diluted	$ 0.54	$ 0.59	$ 0.67	$ 0.16	$ 0.19
Weighted average number of common shares (2):					
Basic	72,600	73,328	72,515	72,670	72,624
Diluted	75,447	75,755	74,823	75,584	75,280
Unaudited pro forma net income (3):			$ 61,074		$ 17,872

Unaudited pro forma net income per common share (3):				
Basic	$	0.69	$	0.20
Diluted	$	0.67	$	0.20
Unaudited pro forma weighted average number of common shares (3):				
Basic		88,112		88,221
Diluted		91,072		91,364

Table of Contents

	Year Ended December 31, 2009	2010	2011	Three Months Ended March 31, 2011 (Unaudited)	2012
	(amounts in thousands, except per share data)				
Other Financial Data:					
Depreciation and amortization	$ 13,502	$ 15,196	$ 16,949	$ 3,821	$ 4,381
Adjusted EBITDA (4)	100,807	109,847	118,608	27,934	33,971

	As of December 31, 2011	As of March 31, 2012		
	Actual	Actual	Proforma	Pro Forma as Adjusted(5)
		(Unaudited)		
	(amounts in thousands)			
Balance Sheet Data:				
Cash and cash equivalents	$ 142,668	$ 159,098	$ 159,098	$ 194,169
Working capital	229,504	246,657	246,657	281,728
Total assets	329,390	354,809	354,809	389,880
Debt, net of current portion				
Business acquisition liabilities, including current portion (6)	10,289	9,994	9,518	9,518
Stockholders equity	$ 282,476	$ 301,517	$ 301,813	$ 336,884

(1) Through December 29, 2009, we consolidated a variable interest entity, or VIE, that manufactures products for us. This resulted in net income attributable to noncontrolling interest or a reduction of net income attributable to us of $3.3 million. Effective December 29, 2009, a third-party investor contributed capital to the VIE, which resulted in us being no longer considered the primary beneficiary. As a result, we deconsolidated the entity as of December 29, 2009.

(2) We compute net income per common share using the two-class method. Participating securities include all shares of our Series E preferred stock. In the event dividends are paid on any share of our common stock, we must pay an additional dividend on all outstanding shares of our Series E preferred stock in a per share amount equal (on an as-if-converted to common stock basis) to the amount paid or set aside for each share of common stock. In addition, the holders of our Series E preferred stock are entitled to receive cash dividends when and if declared by our board of directors at the rate of 8% of the original issue price per year on each outstanding share of our Series E preferred stock. Such dividends are payable only when and if declared by our board of directors and are noncumulative and do not accrue. As such, the shares of our Series E preferred stock are considered participating securities and must be included in the computation of net income per common share.

(3) The pro forma basic and diluted net income per share data and the pro forma as adjusted balance sheet data are unaudited and assume the automatic conversion of all shares of our Series E preferred stock to 15,597,300 shares of our Class B common stock (which does not give effect to any additional shares of Class B common stock issuable upon conversion of our Series E preferred stock, as described elsewhere in this prospectus; see Certain Relationships and Related-Party Transactions Amended and Restated Certificate of Incorporation), the subsequent automatic conversion of 50,140,849 shares of our Class B common stock (which reflects all such shares of Class B common stock held by those who own less than 10% of the aggregate number of all outstanding shares of our common stock) to 50,140,849 shares of our Class A common stock and the automatic conversion of all shares of our Class C common stock to 63,408 shares of our Class A common stock, all to occur upon the closing of this offering. The pro forma basic and diluted net income and net income per common share, as well as the pro forma balance sheet data, also reflect the cancellation of a put right related to a recent acquisition (the Put Right) upon the closing of this offering. The value of the Put Right as of March 31, 2012 of $296,000, net of tax, has been removed from liabilities in the pro forma balance sheet and has been reflected as an increase to net income to derive pro forma net income. For further information about the Put Right, see Note 11 to our consolidated financial statements included elsewhere in this prospectus.

Table of Contents

(4) Adjusted EBITDA represents net income before interest (income)/expense, net and other non operating expenses, provision for income taxes, depreciation and amortization, stock-based compensation, changes in the fair value of contingent consideration in connection with business acquisitions and provision for litigation settlements. We present Adjusted EBITDA because we believe it is a useful indicator of our operating performance. Our management uses Adjusted EBITDA principally as a measure of our operating performance and believes that Adjusted EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in their evaluation of the operating performance of companies in industries similar to ours. We also believe Adjusted EBITDA is useful to our management and investors as a measure of comparative operating performance from period to period and among companies as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance, and it removes the effect of our capital structure (primarily interest expense), asset base (primarily depreciation and amortization) and items outside the control of our management (primarily income taxes and interest income and expense). Our management also uses Adjusted EBITDA for planning purposes, including the preparation of our annual operating budget and financial projections.

Adjusted EBITDA should not be considered in isolation or as a substitute for a measure of our liquidity or operating performance prepared in accordance with U.S. generally accepted accounting principles, or GAAP, and is not indicative of net income (loss) from operations as determined under GAAP. Adjusted EBITDA and other non-GAAP financial measures have limitations that should be considered before using these measures to evaluate our liquidity or financial performance. Adjusted EBITDA does not include certain expenses that may be necessary to review our operating results and liquidity requirements. Our definition and calculation of Adjusted EBITDA may differ from that of other companies.

The following is a reconciliation of Adjusted EBITDA to net income for the periods presented:

	Year Ended December 31,			Three Months Ended March 31,	
	2009	2010	2011	2011	2012
				(unaudited)	
	(amounts in thousands)				
Net income	$ 52,033	$ 54,458	$ 60,784	$ 14,431	$ 17,576
Interest (income)/expense, net	127	100	33	(18)	(9)
Provision for income taxes	29,745	33,281	36,165	8,885	10,707
Depreciation and amortization	13,502	15,196	16,949	3,821	4,381
EBITDA	$ 95,407	$ 103,035	$ 113,931	$ 27,119	$ 32,655
Stock-based compensation expense	3,511	4,025	3,286	801	1,111
Provision for litigation settlements (a)	1,889	2,787	1,470	14	307
Change in fair value of contingent consideration (b)			(79)		(102)
Adjusted EBITDA	$ 100,807	$ 109,847	$ 118,608	$ 27,934	$ 33,971

(a) We record a provision for litigation settlements when a loss is known or considered probable and the amount can be reasonably estimated. For 2009, our provision for litigation settlements related primarily to a patent infringement matter with a competitor. For 2010, our provision for litigation settlements related primarily to a settlement of disputes with a competitor related to post-employment restrictive covenants, and for 2011, our provision for litigation settlements related primarily to a $1.0 million provision for a U.S. Food and Drug Administration, or FDA, action that was recently settled and paid in 2012. For the three months ended March 31, 2012, our provision for litigation settlements related to an accrual for a probable settlement of a contract dispute.

Table of Contents

(b) The change in fair value of contingent consideration relates to the change in the fair value of the additional payment we are obligated to make upon the achievement of certain milestones in connection with the acquisitions completed in 2011.

(5) The pro forma as adjusted balance sheet data is unaudited and reflects the pro forma balance sheet data as adjusted to assume the automatic conversion of 3,693,264 shares of Class B common stock to 3,693,264 shares of our Class A common stock upon their sale by the selling stockholders in this offering and the issuance by us of 2,941,176 shares of Class A common stock in this offering as if this offering occurred on March 31, 2012. See Capitalization.

(6) In connection with acquisitions completed in 2011, we have certain contingent consideration obligations payable to the sellers in these transactions upon the achievement of certain regulatory and territory sales milestones. The aggregate undiscounted amounts potentially payable not included in the table above total $7.2 million as of December 31, 2011 and March 31, 2012.

Table of Contents

RISK FACTORS

An investment in our Class A common stock involves a high degree of risk. You should carefully read and consider the risks described below before deciding to invest in our Class A common stock. If any of the following risks actually occur, our business, results of operations, financial condition or cash flows could be materially harmed. In any such case, the trading price of our Class A common stock could decline, and you could lose all or part of your investment. When determining whether to buy our Class A common stock in this offering, you should also read carefully the other information in this prospectus, including our financial statements and related notes.

Risks Related to Our Business and Our Industry

To be commercially successful, we must convince spine surgeons that our innovative fusion products are an attractive alternative to our competitors products and that our disruptive technologies are an attractive alternative to existing surgical treatments of spine disorders.

Spine surgeons play a significant role in determining the course of treatment and, ultimately, the type of product that will be used to treat a patient, so we rely on effectively marketing to them. In order for us to sell our innovative fusion products, we must convince spine surgeons that they are attractive alternatives to competing products for use in spine fusion procedures. Acceptance of our innovative fusion products depends on educating spine surgeons as to the distinctive characteristics, perceived benefits, safety and cost-effectiveness of our innovative fusion products as compared to our competitors products and on training spine surgeons in the proper application of our innovative fusion products. If we are not successful in convincing spine surgeons of the merit of our innovative fusion products or educating them on the use of our products, they may not use our products and we will be unable to increase our sales and sustain growth or profitability. For example, REVERE 5.5 Titanium Degen System represented 21% of our sales and COALITION represented an additional 11% of our sales for the year ended December 31, 2011 and for the three months ended March 31, 2012. In addition, CALIBER represented 10% of our sales for the three months ended March 31, 2012. Sales of those products represented a significant portion of our overall sales. As a result, continued market acceptance of those products is critical to our continued success. If the volume of sales of these products declines, our business, financial position and results of operations could be materially and adversely affected.

Furthermore, we believe spine surgeons will not widely adopt our disruptive technology products unless they determine, based on experience, clinical data and published peer-reviewed journal articles, that minimally invasive surgical, or MIS, techniques and our motion preservation and advanced biomaterials technologies provide benefits or are an attractive alternative to conventional treatments of spine disorders and incorporate improved technologies that permit novel surgical procedures. Surgeons may be hesitant to change their medical treatment practices for the following reasons, among others:

- lack of experience with MIS or our motion preservation or advanced biomaterials technologies;
- lack or perceived lack of evidence supporting additional patient benefits;
- perceived liability risks generally associated with the use of new products and procedures;
- limited or lack of availability of coverage and reimbursement within healthcare payment systems;
- costs associated with the purchase of new products and equipment; and
- the time commitment that may be required for training.

Table of Contents

We have also recently implemented plans to begin selling our existing and planned interventional pain management products, including our existing AFFIRM kyphoplasty product. We have no experience selling these types of products and selling to certain physician specialists who use them. If we are unable to market these products to physicians successfully, we will not achieve expected sales, and our financial condition and results of operation may be adversely affected.

In addition, we believe recommendations and support of our products by influential spine surgeons are essential for market acceptance and adoption. If we do not receive support from such surgeons or long-term data does not show the benefits of using our products, surgeons may not use our products. In such circumstances, we may not achieve expected sales and may be unable to maintain profitability.

Pricing pressure from our competitors and changes in third-party coverage and reimbursement may impact our ability to sell our products at prices necessary to support our current business strategies.

The spine market has attracted numerous new companies and technologies, and encouraged more established companies to intensify competitive pricing pressure. As a result of this increased competition, we believe there will be increased pricing pressure in the future. Because the hospital and other healthcare provider customers that purchase our products typically bill various third-party payors to cover all or a portion of the costs and fees associated with the procedures in which our products are used, including the cost of the purchase of our products, changes in the amount such payors are willing to reimburse our customers for procedures using our products could create pricing pressure for us. If competitive forces drive down the prices we are able to charge for our products, our profit margins will shrink, which will adversely affect our ability to invest in and grow our business.

Additionally, even if our customers are currently able to obtain coverage and reimbursement for procedures using our products, adverse changes in payors coverage and reimbursement policies that affect our products would harm our ability to market and sell our products. For example, between January and October 2011, certain insurers, such as Cigna, Blue Cross Blue Shield of North Carolina and First Coast (the administrator of Medicare in Florida) changed their coverage policies such that they will no longer cover and reimburse for vertebral fusions in the lumbar spine to treat multilevel degenerative disc disease or initial primary laminectomy/discectomy for nerve root decompression or spinal stenosis without documented spondylolisthesis. Although these coverage policy changes have not had a material impact on our business, patients covered by these insurers, or other insurers who make similar coverage decisions in the future, may be unwilling or unable to afford to have lumbar fusion surgeries to treat these conditions, which could materially harm or limit our ability to sell our products designed for lumbar fusion procedures. Our business would be negatively impacted if the trend by third-party payors continues to reduce coverage of and/or reimbursement for procedures using our products.

Moreover, we are unable to predict what changes will be made to the reimbursement methodologies used by third-party payors in the future. We cannot be certain that under current and future payment systems, in which healthcare providers may be reimbursed a set amount based on the type of procedure performed, such as those utilized by Medicare and in many privately managed care systems, the cost of our products will be justified and incorporated into the overall cost of the procedure.

As we expand into international markets, we will face similar risks relating to adverse changes in coverage and reimbursement procedures and policies in those markets. Reimbursement and healthcare payment systems vary significantly among international markets. Our inability to obtain international coverage and reimbursement approval, or any adverse changes in coverage and the reimbursement policies of foreign third-party payors, could negatively affect our ability to sell our products.

Table of Contents

If our hospital and other healthcare provider customers are unable to obtain adequate coverage and reimbursement for their purchases of our products, it is unlikely that our products will gain widespread acceptance.

Maintaining and growing sales of our products depends on the availability of adequate coverage and reimbursement from third-party payors, including government programs such as Medicare and Medicaid, private insurance plans and managed care programs. Hospitals and other healthcare providers that purchase medical devices such as the ones that we manufacture for treatment of their patients generally rely on third-party payors to pay for all or part of the costs and fees associated with the procedures performed with these devices, including the cost to purchase the product. Our customers access to adequate coverage and reimbursement for the procedures performed with our products by government and private insurance plans is central to the acceptance of our current and future products. We may be unable to sell our products on a profitable basis if third-party payors deny coverage or reduce their current levels of payment, or if our costs of production increase faster than increases in reimbursement levels. Many private payors use coverage decisions and payment amounts determined by the Centers for Medicare and Medicaid Services, or CMS, which administers the Medicare program, as guidelines in setting their coverage and reimbursement policies. Future action by CMS or other government agencies may diminish payments to physicians, outpatient centers and/or hospitals. Those private payors that do not follow the Medicare guidelines may adopt different coverage and reimbursement policies for procedures performed with our products. For some governmental programs, such as Medicaid, coverage and reimbursement differ from state to state, and some state Medicaid programs may not pay an adequate amount for the procedures performed with our products, if any payment is made at all. As the portion of the U.S. population over the age of 65 and eligible for Medicare continues to grow, we may be more vulnerable to coverage and reimbursement limitations imposed by CMS. Furthermore, the healthcare industry in the United States has experienced a trend toward cost containment as government and private insurers seek to control healthcare costs by imposing lower payment rates and negotiating reduced contract rates with service providers. Therefore, we cannot be certain that the procedures performed with our products will be reimbursed at a cost-effective level.

To the extent we sell our products internationally, market acceptance may depend, in part, upon the availability of coverage and reimbursement within prevailing healthcare payment systems. Reimbursement and healthcare payment systems in international markets vary significantly by country, and include both government-sponsored healthcare and private insurance. We may not obtain international coverage and reimbursement approvals in a timely manner, if at all. Our failure to receive such approvals would negatively impact market acceptance of our products in the international markets in which those approvals are sought.

If we are unable to maintain and expand our network of direct sales representatives and independent distributors, we may not be able to generate anticipated sales.

Because we were formed in 2003, we have limited experience marketing and selling our products. As of March 31, 2012, our U.S. sales force consisted of 336 sales representatives employed by us or our 19 exclusive independent distributors. As of March 31, 2012, our international operations consisted of 87 employees and eight exclusive independent distributors, which together had sales in 17 countries in 2011. As of March 31, 2012, we had also hired an additional 32 sales representatives to market and sell our current and planned interventional pain management products, including our existing AFFIRM kyphoplasty product, which we market under the trade name Algea Therapies. Our operating results are directly dependent upon the sales and marketing efforts of not only our employees, but also our independent distributors. We expect our direct sales representatives and independent distributors to develop long-lasting relationships with the surgeons they serve. If our direct sales representatives or independent distributors fail to adequately promote, market and sell our products, our sales could significantly decrease.

We face significant challenges and risks in managing our geographically dispersed distribution network and retaining the individuals who make up that network. If any of our direct sales representatives were to leave us, or if any of our independent distributors were to cease to do business with us, our sales could be adversely

Table of Contents

affected. Some of our independent distributors account for a significant portion of our sales volume, and if any such independent distributor were to cease to distribute our products, our sales could be adversely affected. In such a situation, we may need to seek alternative independent distributors or increase our reliance on our direct sales representatives, which may not prevent our sales from being adversely affected. If a direct sales representative or independent distributor were to depart and be retained by one of our competitors, we may be unable to prevent them from helping competitors solicit business from our existing customers, which could further adversely affect our sales. Because of the intense competition for their services, we may be unable to recruit or retain additional qualified independent distributors or to hire additional direct sales representatives to work with us. We may not be able to enter into agreements with them on favorable or commercially reasonable terms, if at all. Failure to hire or retain qualified direct sales representatives or independent distributors would prevent us from expanding our business and generating sales.

As we launch new products and increase our marketing efforts with respect to existing products, we will need to expand the reach of our marketing and sales networks. Our future success will depend largely on our ability to continue to hire, train, retain and motivate skilled direct sales representatives and independent distributors with significant technical knowledge in various areas, such as spinal care practices, spine injuries and disease and spinal health. New hires require training and take time to achieve full productivity. If we fail to train new hires adequately, or if we experience high turnover in our sales force in the future, we cannot be certain that new hires will become as productive as may be necessary to maintain or increase our sales.

If we are unable to expand our sales and marketing capabilities domestically and internationally, we may not be able to effectively commercialize our products, which would adversely affect our business, results of operations and financial condition.

We operate in a very competitive business environment and if we are unable to compete successfully against our existing or potential competitors, our sales and operating results may be negatively affected and we may not grow.

Our currently marketed products are, and any future products we commercialize will be, subject to intense competition. Many of our current and potential competitors are major medical device companies that have substantially greater financial, technical and marketing resources than we do, and they may succeed in developing products that would render our products obsolete or noncompetitive. In addition, many of these competitors have significantly longer operating history and more established reputations than we do. The spine industry is intensely competitive, subject to rapid change and highly sensitive to the introduction of new products or other market activities of industry participants. Our ability to compete successfully will depend on our ability to develop proprietary products that reach the market in a timely manner, receive adequate coverage and reimbursement from third-party payors, and are safer, less invasive and more effective than alternatives available for similar purposes. Because of the size of the potential market, we anticipate that companies will dedicate significant resources to developing competing products.

We believe that our significant competitors are Medtronic, DePuy (a division of Johnson & Johnson), Synthes (which is being acquired by Johnson & Johnson), Stryker and NuVasive, which together represent a significant portion of the spine market. We also compete with smaller spine market participants such as Alphatec Spine, Orthofix International, and Zimmer. At any time, these or other industry participants may develop alternative treatments, products or procedures for the treatment of spine disorders that compete directly or indirectly with our products. They may also develop and patent processes or products earlier than we can or obtain regulatory clearance or approvals for competing products more rapidly than we can, which could impair our ability to develop and commercialize similar processes or products. If alternative treatments are, or are perceived to be, superior to our spine surgery products, sales of our products could be negatively affected and our results of operations could suffer.

Table of Contents

Many of our larger competitors are either publicly traded or divisions or subsidiaries of publicly traded companies. These competitors enjoy several competitive advantages over us, including:

- greater financial, human and other resources for product research and development, sales and marketing and litigation;
- significantly greater name recognition;
- established relationships with spine surgeons, hospitals and other healthcare providers;
- large and established sales and marketing and distribution networks;
- products supported by long-term clinical data;
- greater experience in obtaining and maintaining regulatory clearances or approvals for products and product enhancements;
- more expansive portfolios of intellectual property rights; and
- greater ability to cross-sell their products or to incentivize hospitals or surgeons to use their products.

The spine industry is becoming increasingly crowded with new participants. Many of these new competitors specialize in a specific product or focus on a particular market segment, making it more difficult for us to increase our overall market position. The frequent introduction by competitors of products that are or claim to be superior to our products or that are alternatives to our existing or planned products may also create market confusion that may make it difficult to differentiate the benefits of our products over competing products. In addition, the entry of multiple new products and competitors may lead some of our competitors to employ pricing strategies that could adversely affect the pricing of our products and pricing in the spine market generally.

As a result, without the timely introduction of new products and enhancements, our products may become obsolete over time. If we are unable to develop innovative new products, maintain competitive pricing and offer products that spine surgeons perceive to be as reliable as those of our competitors, our sales or margins could decrease, thereby harming our business.

We are dependent on a limited number of third-party suppliers for most of our products and components, and the loss of any of these suppliers, or their inability to provide us with an adequate supply of materials, could harm our business.

We rely on third-party suppliers to supply substantially all of our products. For us to be successful, our suppliers must be able to provide us with products and components in substantial quantities, in compliance with regulatory requirements, in accordance with agreed upon specifications, at acceptable costs and on a timely basis. Our anticipated growth could strain the ability of our suppliers to deliver an increasingly large supply of products, materials and components. Suppliers often experience difficulties in scaling up production, including problems with production yields and quality control and assurance, especially with products such as allograft, which is processed human tissue. Our supplier agreements set forth terms, such as quality and delivery requirements, by which we would purchase products from the supplier if the supplier were to accept a purchase order from us. Under our supplier agreements, however, we generally have no obligation to buy any given quantity of products, and our suppliers have no obligation to manufacture for us or sell to us any given quantity of products. As a result, we may face difficulties in obtaining acceptance for our purchase orders, which could impair our ability to purchase adequate quantities of our products. If we are unable to obtain sufficient quantities of high quality components to meet demand on a timely basis, we could lose customers, our reputation may be harmed and our business could suffer.

Table of Contents

We generally use a small number of suppliers for each of our products. Our dependence on such a limited number of suppliers exposes us to risks, including limited control over pricing, availability, quality and delivery schedules. If any one or more of our suppliers cease to provide us with sufficient quantities of manufactured products in a timely manner or on terms acceptable to us, or cease to manufacture components of acceptable quality, we would have to seek alternative sources of supply. Because of the nature of our internal quality control requirements, regulatory requirements and the custom and proprietary nature of the parts, we cannot quickly engage additional or replacement suppliers for many of our critical components. Failure of any of our third-party suppliers to deliver products at the level our business requires would limit our ability to meet our sales commitments to our customers and could have a material adverse effect on our business. We may also have difficulty obtaining similar components from other suppliers that are acceptable to the U.S. Food and Drug Administration, or FDA, the competent authorities or notified bodies of the Member States of the European Economic Area, or EEA (which is composed of the 27 Member States of the European Union, or EU, plus Norway, Iceland, and Liechtenstein), or other foreign regulatory authorities, and the failure of our suppliers to comply with strictly enforced regulatory requirements could expose us to regulatory action including warning letters, product recalls, termination of distribution, product seizures or civil penalties. We could incur delays while we locate and engage qualified alternative suppliers, and we may be unable to engage alternative suppliers on favorable terms or at all. Any such disruption or increased expenses could harm our commercialization efforts and adversely affect our ability to generate sales.

If we do not successfully implement our business strategy, our business and results of operations will be adversely affected.

Our business strategy was formed based on assumptions about the spine market that might prove wrong. We believe that various demographics and industry-specific trends, including the aging of the general population, increasingly active lifestyles, improving fusion technologies and increasing acceptance of disruptive technologies leading to earlier interventions, will help drive growth in the spine market and our business, but these demographics and trends are uncertain. Actual demand for our products could differ materially from projected demand if our assumptions regarding these factors prove to be incorrect or do not materialize, or if alternative treatments to those offered by our products gain widespread acceptance.

We may not be able to successfully implement our business strategy. To implement our business strategy we need to, among other things, develop and introduce new spine surgery products, find new applications for and improve our existing products, obtain regulatory clearance or approval for new products and applications and educate spine surgeons about the clinical and cost benefits of our products, all of which we believe could increase acceptance of our products by spine surgeons. Our strategy of focusing exclusively on the spine market may limit our ability to grow. In addition, we are seeking to increase our sales and, in order to do so, will need to commercialize additional products and expand our direct and distributor sales forces in existing and new territories, all of which could result in our becoming subject to additional or different foreign and domestic regulatory requirements, with which we may not be able to comply. Moreover, even if we successfully implement our business strategy, our operating results may not improve or may decline. We may decide to alter or discontinue aspects of our business strategy and may adopt different strategies due to business or competitive factors not currently foreseen, such as new medical technologies that would make our products obsolete. Any failure to implement our business strategy may adversely affect our business, results of operations and financial condition.

The proliferation of physician-owned distributorships could result in increased pricing pressure on our products or harm our ability to sell our products to physicians who own or are affiliated with those distributorships.

Physician-owned distributorships, or PODs, are medical device distributors that are owned, directly or indirectly, by physicians. These physicians derive a proportion of their revenue from selling or arranging for the sale of medical devices for use in procedures they perform on their own patients at hospitals that agree to purchase from or through the POD, or that otherwise furnish ordering physicians with income that is based directly or indirectly on those orders of medical devices.

Table of Contents

We do not sell or distribute any of our products through PODs. The number of PODs in the spine industry may continue to grow as economic pressures increase throughout the industry, hospitals, insurers and physicians search for ways to reduce costs, and, in the case of the physicians, search for ways to increase their incomes. These companies and the physicians who own, or partially own, them have significant market knowledge and access to the surgeons who use our products and the hospitals that purchase our products and growth in this area may reduce our ability to compete effectively for business from surgeons who own such distributorships.

We have a limited operating history and may face difficulties encountered by early stage companies in new and rapidly evolving markets.

We were formed in 2003. Accordingly, we have a limited operating history upon which to base an evaluation of our business and prospects. In assessing our prospects, you must consider the risks and difficulties frequently encountered by early stage companies in new and rapidly evolving markets, particularly companies engaged in the development and sales of medical devices. These risks include our ability to:

- manage rapidly changing and expanding operations;
- establish and increase awareness of our brand and strengthen customer loyalty;
- grow our direct sales force and increase the number of our independent distributors to expand sales of our products in the United States and in targeted international markets;
- implement and successfully execute our business and marketing strategy;
- respond effectively to competitive pressures and developments;
- continue to develop and enhance our products and product candidates;
- obtain regulatory clearance or approval to commercialize new products and enhance our existing products;
- expand our presence and commence operations in international markets;
- perform clinical research and trials on our existing products and current and future product candidates; and
- attract, retain and motivate qualified personnel.

We can also be negatively affected by general economic conditions. Because of our limited operating history, we may not have insight into trends that could emerge and negatively affect our business. As a result of these or other risks, our business strategy might not be successful.

Our business could suffer if we lose the services of key members of our senior management, key advisors or personnel.

We are dependent upon the continued services of key members of our senior management and a limited number of key advisors and personnel. In particular, we are highly dependent on the skills and leadership of our Chief Executive Officer, David C. Paul. The loss of any one of these individuals could disrupt our operations or our strategic plans. Additionally, our future success will depend on, among other things, our ability to continue to hire and retain the necessary qualified scientific, technical and managerial personnel, for whom we compete with numerous other companies, academic institutions and organizations. The loss of members of our management

team, key advisors or personnel, or our inability to attract or retain other qualified personnel or advisors, could have a material adverse effect on our business, results of operations and financial condition. Though members of our sales force generally enter into noncompetition agreements that restrict their ability to compete with us, most of the members of our executive management team are not subject to such agreements. Accordingly, the adverse effect resulting from the loss of certain executives could be compounded by our inability to prevent them from competing with us.

The safety and efficacy of our products is not yet supported by long-term clinical data, which could limit sales, and our products might therefore prove to be less safe and effective than initially thought.

The products we currently market in the United States have either received pre-market clearance under Section 510(k) of the U.S. Federal Food, Drug, and Cosmetic Act, or FDCA, or are exempt from pre-market review. The FDA s 510(k) clearance process requires us to show that our proposed product is substantially equivalent to another 510(k)-cleared product. This process is shorter and typically requires the submission of less supporting documentation than other FDA approval processes and does not always require long-term clinical studies. Additionally, to date, we have not been required to complete long-term clinical studies in connection with the sale of our products outside the United States. As a result, we currently lack the breadth of published long-term clinical data supporting the safety and efficacy of our products and the benefits they offer that might have been generated in connection with other approval processes. For these reasons, spine surgeons may be slow to adopt our products, we may not have comparative data that our competitors have or are generating, and we may be subject to greater regulatory and product liability risks. Further, future patient studies or clinical experience may indicate that treatment with our products does not improve patient outcomes. Such results would slow the adoption of our products by spine surgeons, significantly reduce our ability to achieve expected sales, and could prevent us from sustaining our profitability. Moreover, if future results and experience indicate that our products cause unexpected or serious complications or other unforeseen negative effects, we could be subject to mandatory product recalls, suspension or withdrawal of FDA clearance or approval, significant legal liability or harm to our business reputation.

If we do not enhance our product offerings through our research and development efforts, we may be unable to effectively compete.

In order to increase our market share in the spine market, we must enhance and broaden our product offerings in response to changing customer demands and competitive pressures and technologies. We might not be able to successfully develop, obtain regulatory approval or clearance for or market new products, and our future products might not be accepted by the surgeons or the third-party payors who reimburse for many of the procedures performed with our products. The success of any new product offering or enhancement to an existing product will depend on numerous factors, including our ability to:

- properly identify and anticipate surgeon and patient needs;
- develop and introduce new products or product enhancements in a timely manner;
- adequately protect our intellectual property and avoid infringing upon the intellectual property rights of third parties;
- demonstrate the safety and efficacy of new products; and
- obtain the necessary regulatory clearances or approvals for new products or product enhancements.

If we do not develop and obtain regulatory clearance or approval for new products or product enhancements in time to meet market demand, or if there is insufficient demand for these products or enhancements, our results of operations will suffer. Our research and development efforts may require a

Table of Contents

substantial investment of time and resources before we are adequately able to determine the commercial viability of a new product, technology, material or other innovation. In addition, even if we are able to successfully develop enhancements or new generations of our products, these enhancements or new generations of products may not produce sales in excess of the costs of development and they may be quickly rendered obsolete by changing customer preferences or the introduction by our competitors of products embodying new technologies or features.

If we fail to properly manage our anticipated growth, our business could suffer.

Our rapid growth has placed, and will continue to place, a significant strain on our management and on our operational and financial resources and systems. Failure to manage our growth effectively could cause us to over-invest or under-invest in infrastructure, and result in losses or weaknesses in our infrastructure, which could materially adversely affect us. Additionally, our anticipated growth will increase the demands placed on our suppliers, resulting in an increased need for us to carefully monitor for quality assurance. Any failure by us to manage our growth effectively could have an adverse effect on our ability to achieve our development and commercialization goals.

Our results of operations could suffer if we are unable to manage our planned international expansion effectively.

Expansion into international markets is an element of our business strategy and involves risk. The sale and shipment of our products across international borders, as well as the purchase of components and products from international sources, subject us to extensive U.S. and foreign governmental trade, import and export and customs regulations and laws. Compliance with these regulations and laws is costly and exposes us to penalties for non-compliance. Other laws and regulations that can significantly affect us include various anti-bribery laws, including the U.S. Foreign Corrupt Practices Act, or FCPA, and anti-boycott laws. Any failure to comply with applicable legal and regulatory obligations in the United States or abroad could adversely affect us in a variety of ways that include, but are not limited to, significant criminal, civil and administrative penalties, including imprisonment of individuals, fines and penalties, denial of export privileges, seizure of shipments and restrictions on certain business activities. Also, the failure to comply with applicable legal and regulatory obligations could result in the disruption of our distribution and sales activities.

In addition, many of the countries in which we sell our products are, to some degree, subject to political, economic or social instability. Our international operations expose us and our independent distributors to risks inherent in operating in foreign jurisdictions, including:

- exposure to different legal and regulatory standards;
- lack of stringent protection of intellectual property;
- obstacles to obtaining domestic and foreign export, import and other governmental approvals, permits and licenses and compliance with foreign laws;
- potentially adverse tax consequences and the complexities of foreign value-added tax systems;
- adverse changes in tariffs and trade restrictions;
- limitations on the repatriation of earnings;
- difficulties in staffing and managing foreign operations;
- transportation delays and difficulties of managing international distribution channels;

Table of Contents

- longer collection periods and difficulties in collecting receivables from foreign entities;
- increased financing costs; and
- political, social and economic instability and increased security concerns.

These risks may limit or disrupt our expansion, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation.

Our goal of succeeding as an international company depends, in part, on our ability to develop and implement policies and strategies that are effective in anticipating and managing these and other risks in the countries in which we do business. Failure to manage these and other risks may have a material adverse effect on our operations in any particular country and on our business as a whole.

We may seek to grow our business through acquisitions of or investments in new or complementary businesses, products or technologies, and the failure to manage acquisitions or investments, or the failure to integrate them with our existing business, could have a material adverse effect on us.

From time to time we expect to consider opportunities to acquire or make investments in other technologies, products and businesses that may enhance our capabilities, complement our current products or expand the breadth of our markets or customer base. Potential and completed acquisitions and strategic investments involve numerous risks, including:

- problems assimilating the purchased technologies, products or business operations;
- issues maintaining uniform standards, procedures, controls and policies;
- unanticipated costs associated with acquisitions;
- diversion of management s attention from our core business;
- adverse effects on existing business relationships with suppliers and customers;
- risks associated with entering new markets in which we have limited or no experience;
- potential loss of key employees of acquired businesses; and
- increased legal and accounting compliance costs.

We have no current commitments with respect to any acquisition or investment. We do not know if we will be able to identify acquisitions we deem suitable, whether we will be able to successfully complete any such acquisitions on favorable terms or at all, or whether we will be able to successfully integrate any acquired business, product or technology into our business or retain any key personnel, suppliers or distributors. Our ability to successfully grow through acquisitions depends upon our ability to identify, negotiate, complete and integrate suitable target businesses and to obtain any necessary financing. These efforts could be expensive and time-consuming, and may disrupt our ongoing business and prevent management from focusing on our operations. If we are unable to integrate any acquired businesses, products or technologies effectively, our business, results of operations and financial condition will be materially adversely affected.

Table of Contents

We are required to maintain high levels of inventory, which could consume a significant amount of our resources and reduce our cash flows.

As a result of the need to maintain substantial levels of inventory, we are subject to the risk of inventory obsolescence. Many of our products come in sets, which feature components in a variety of sizes so that the implant or device may be customized to the patient s needs. In order to market our products effectively, we often must maintain and provide surgeons and hospitals with consigned implant sets, back-up products and products of different sizes. For each surgery, fewer than all of the components of the set are used, and therefore certain portions of the set may become obsolete before they can be used. In the event that a substantial portion of our inventory becomes obsolete, it could have a material adverse effect on our earnings and cash flows due to the resulting costs associated with the inventory impairment charges and costs required to replace such inventory.

If we experience significant disruptions in our information technology systems, our business, results of operations and financial condition could be adversely affected.

The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage:

- sales and marketing, accounting and financial functions;
- inventory management;
- engineering and product development tasks; and
- our research and development data.

Our information technology systems are vulnerable to damage or interruption from:

- earthquakes, fires, floods and other natural disasters;
- terrorist attacks and attacks by computer viruses or hackers;
- power losses; and
- computer systems, or Internet, telecommunications or data network failures.

The failure of our information technology systems to perform as we anticipate or our failure to effectively implement new systems could disrupt our entire operation and could result in decreased sales, increased overhead costs, excess inventory and product shortages, all of which could have a material adverse effect on our reputation, business, results of operations and financial condition.

Consolidation in the healthcare industry could lead to demands for price concessions or to the exclusion of some suppliers from certain of our markets, which could have an adverse effect on our business, results of operations or financial condition.

Because healthcare costs have risen significantly over the past decade, numerous initiatives and reforms initiated by legislators, regulators and third-party payors to curb these costs have resulted in a consolidation trend in the healthcare industry to aggregate purchasing power. As the healthcare industry consolidates, competition to provide products and services to industry participants has become and will continue to become more intense. This in turn has resulted and will likely continue to result in greater pricing pressures and the exclusion of certain suppliers from important market segments as group purchasing organizations, independent delivery networks and large single accounts continue to use their market power to consolidate purchasing decisions for hospitals. We

Table of Contents

expect that market demand, government regulation, third-party coverage and reimbursement policies and societal pressures will continue to change the worldwide healthcare industry, resulting in further business consolidations and alliances among our customers, which may reduce competition, exert further downward pressure on the prices of our products and may adversely impact our business, results of operations or financial condition.

Our sales volumes and our operating results may fluctuate over the course of the year.

Our business is generally not seasonal in nature. However, our sales may be influenced by summer vacation and winter holiday periods, during which we have experienced fewer spine surgeries taking place. We have experienced and continue to experience meaningful variability in our sales and gross profit among quarters, as well as within each quarter, as a result of a number of factors, including, among other things:

- the number of products sold in the quarter;
- the demand for, and pricing of, our products and the products of our competitors;
- the timing of or failure to obtain regulatory clearances or approvals for products;
- costs, benefits and timing of new product introductions;
- increased competition;
- the availability and cost of components and materials;
- the number of selling days in the quarter;
- fluctuation and foreign currency exchange rates; and
- impairment and other special charges.

We may not be able to strengthen our brand.

We believe that establishing and strengthening our brand is critical to achieving widespread acceptance of our products, particularly because of the rapidly developing nature of the market for our products. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide surgeons with a reliable product for successful treatment of spine diseases and disorders. Historically, our efforts to build our brand have involved significant expense, and it is likely that our future marketing efforts will require us to incur significant additional expenses. These brand promotion activities may not yield increased sales and, even if they do, any sales increases may not offset the expenses we incur to promote our brand. If we fail to successfully promote and maintain our brand, or if we incur substantial expenses in an unsuccessful attempt to promote and maintain our brand, our products may not be accepted by spine surgeons, which would cause our sales to decrease and would adversely affect our business, results of operations and financial condition.

Fluctuations in insurance cost and availability could adversely affect our profitability or our risk management profile.

We hold a number of insurance policies, including product liability insurance, directors and officers liability insurance, property insurance and workers compensation insurance. If the costs of maintaining adequate insurance coverage increase significantly in the future, our operating results could be materially adversely affected. Likewise, if any of our current insurance coverage should become unavailable to us or become economically impractical, we would be required to operate our business without indemnity from commercial insurance providers. If we operate our business without insurance, we could be responsible for paying claims or judgments against us that would have otherwise been covered by insurance, which could adversely affect our results of operations or financial condition.

Table of Contents

Risks Related to our Legal and Regulatory Environment

Our medical device products and operations are subject to extensive governmental regulation both in the United States and abroad, and our failure to comply with applicable requirements could cause our business to suffer.

The medical device industry is regulated extensively by governmental authorities, principally the FDA and corresponding state and foreign regulatory agencies. The FDA and other U.S. and foreign governmental agencies regulate, among other things, with respect to medical devices:

- design, development and manufacturing;
- testing, labeling, content and language of instructions for use and storage;
- clinical trials;
- product safety;
- marketing, sales and distribution;
- pre-market clearance and approval;
- record keeping procedures;
- advertising and promotion;
- recalls and field safety corrective actions;
- post-market surveillance, including reporting of deaths or serious injuries and malfunctions that, if they were to recur, could lead to death or serious injury;
- post-market approval studies; and
- product import and export.

The regulations to which we are subject are complex and have tended to become more stringent over time. Regulatory changes could result in restrictions on our ability to carry on or expand our operations, higher than anticipated costs or lower than anticipated sales.

Before we can market or sell a new regulated product or a significant modification to an existing product in the United States, we must obtain either clearance under Section 510(k) of the FDCA or approval of a pre-market approval, or PMA, application from the FDA, unless an exemption from pre-market review applies. In the 510(k) clearance process, the FDA must determine that a proposed device is substantially equivalent to a device legally on the market, known as a predicate device, with respect to intended use, technology and safety and effectiveness, in order to clear the proposed device for marketing. Clinical data is sometimes required to support substantial equivalence. The PMA pathway requires an applicant to demonstrate the safety and effectiveness of the device based, in part, on extensive data, including, but not limited to, technical, preclinical, clinical trial, manufacturing and labeling data. The PMA process is typically required for devices that are deemed to pose the greatest risk, such as life-sustaining, life-supporting or implantable devices. Products that are approved through a PMA application generally need FDA approval before they can be modified. Similarly, some modifications made to products cleared through a 510(k) may require a new 510(k). Both the 510(k) and PMA processes can be expensive and lengthy and require the payment of significant fees, unless exempt. The FDA s

Table of Contents

510(k) clearance process usually takes from three to 12 months, but may last longer. The process of obtaining a PMA is much more costly and uncertain than the 510(k) clearance process and generally takes from one to three years, or even longer, from the time the application is submitted to the FDA until an approval is obtained. The process of obtaining regulatory clearances or approvals to market a medical device can be costly and time-consuming, and we may not be able to obtain these clearances or approvals on a timely basis, if at all.

In the United States, our currently commercialized products have either received pre-market clearance under Section 510(k) of the FDCA or are exempt from pre-market review. If the FDA requires us to go through a lengthier, more rigorous examination for future products or modifications to existing products than we had expected, our product introductions or modifications could be delayed or canceled, which could cause our sales to decline. In addition, the FDA may determine that future products will require the more costly, lengthy and uncertain PMA process. Although we do not currently market any devices under PMA, the FDA may demand that we obtain a PMA prior to marketing certain of our future products. In addition, if the FDA disagrees with our determination that a product we currently market is subject to an exemption from pre-market review, the FDA may require us to submit a 510(k) or PMA in order to continue marketing the product. Further, even with respect to those future products where a PMA is not required, we cannot assure you that we will be able to obtain the 510(k) clearances with respect to those products.

The FDA can delay, limit or deny clearance or approval of a device for many reasons, including:

- we may not be able to demonstrate to the FDA s satisfaction that our products are safe and effective for their intended users;

- the data from our pre-clinical studies and clinical trials may be insufficient to support clearance or approval, where required; and

- the manufacturing process or facilities we use may not meet applicable requirements.

In addition, the FDA may change its clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions which may prevent or delay approval or clearance of our products under development or impact our ability to modify our currently approved or cleared products on a timely basis. For example, FDA recently initiated a review of the pre-market clearance process in response to internal and external concerns regarding the 510(k) program. In January 2011, the FDA announced twenty-five action items designed to make the process more rigorous and transparent. Some of these proposals, if enacted, could impose additional regulatory requirements upon us which could delay our ability to obtain new 510(k) clearances, increase the costs of compliance, or restrict our ability to maintain our current clearances.

Any delay in, or failure to receive or maintain, clearance or approval for our products under development could prevent us from generating revenue from these products or achieving profitability. Additionally, the FDA and other regulatory authorities have broad enforcement powers. Regulatory enforcement or inquiries, or other increased scrutiny on us, could dissuade some surgeons from using our products and adversely affect our reputation and the perceived safety and efficacy of our products.

In addition, even after we have obtained the proper regulatory approval to market a product, the FDA has the power to require us to conduct postmarketing studies. For example, the FDA issued a 522 Order in October 2009 requiring companies that market dynamic stabilization systems, such as our TRANSITION system, to conduct postmarketing studies on those systems. These studies can be very expensive and time-consuming to conduct. Failure to comply with those studies in a timely manner could result in the revocation of the 510(k) clearance for the product that is subject to such a 522 Order and the recall or withdrawal of the product, which could prevent us from generating sales from that product in the United States.

In the EEA, our medical devices must comply with the essential requirements of the EU Medical Devices Directive (Council Directive 93/42/EEC). Compliance with these requirements is a prerequisite to be

Table of Contents

able to affix the CE conformity mark to our medical devices, without which they cannot be marketed or sold in the EEA. To demonstrate compliance with the essential requirements we must undergo a conformity assessment procedure, which varies according to the type of medical device and its classification. Except for low risk medical devices (Class I), where the manufacturer can issue an EC Declaration of Conformity based on a self-assessment of the conformity of its products with the essential requirements of the Medical Devices Directive, a conformity assessment procedure requires the intervention of an organization accredited by a Member State of the EEA to conduct conformity assessments, or a Notified Body. The Notified Body would typically audit and examine the quality system for the manufacture, design and final inspection of our devices before issuing a certification demonstrating compliance with the essential requirements.

Additionally, as part of the conformity assessment process, medical device manufacturers must carry out a clinical evaluation of their medical devices to verify that they comply with the relevant essential requirements of the Medical Device Directive covering safety and performance. This verification will generally comprise an assessment of whether a medical device s performance is in accordance with its intended use, that the known and foreseeable risks linked to the use of the device under normal conditions are minimized and acceptable when weighed against the benefits of its intended performance, and that any claims are supported by suitable evidence. This assessment must be based on clinical data, which can be obtained from (i) clinical studies conducted on the devices being assessed; (ii) scientific literature from similar devices whose equivalence with the assessed device can be demonstrated ; or (iii) both clinical studies and scientific literature. With respect to implantable devices or devices classified as Class III in the EU, the manufacturer must conduct clinical studies to obtain the required clinical data, unless the relying on existing clinical data from similar devices can be justified. As part of the conformity assessment process, depending on the type of devices, the Notified Body will review the manufacturer s clinical evaluation process, assess the clinical evaluation data of a representative sample of the devices subcategory or generic group (for Class IIa and IIb devices), or assess all the clinical evaluation data, verify the manufacturer s assessment of that data, and assess the validity of the clinical evaluation report and the conclusions drawn by the manufacturer (for implantable and Class III devices). The conduct of clinical studies to obtain clinical data that might be required as part of the described clinical evaluation process can be expensive and time-consuming.

Failure to comply with applicable regulations could jeopardize our ability to sell our products and result in enforcement actions such as:

- warning letters;
- fines;
- injunctions;
- civil penalties;
- termination of distribution;
- recalls or seizures of products;
- delays in the introduction of products into the market;
- total or partial suspension of production;
- refusal of the FDA or other regulator to grant future clearances or approvals;

withdrawals or suspensions of current clearances or approvals, resulting in prohibitions on sales of our products; and/or

in the most serious cases, criminal penalties.

Table of Contents

Any of these sanctions could result in higher than anticipated costs or lower than anticipated sales and have a material adverse effect on our reputation, business, results of operations and financial condition. For example, we recently executed a settlement agreement with the FDA in which we and our CEO, David C. Paul, agreed to pay a total of $1.0 million in exchange for the FDA s release of claims related solely to the FDA s determination that we failed to obtain the 510(k) clearance required for the sale of our NuBone product, which we ceased selling in the United States in December 2010.

Modifications to our products may require new 510(k) clearances or pre-market approvals, or may require us to cease marketing or recall the modified products until clearances are obtained.

Any modification to a 510(k)-cleared device that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, design, or manufacture, requires a new 510(k) clearance or, possibly, approval of a PMA. The FDA requires every manufacturer to make this determination in the first instance, but the FDA may review any manufacturer s decision. The FDA may not agree with our decisions regarding whether new clearances or approvals are necessary. We have modified some of our 510(k) cleared products, and have determined based on our review of the applicable FDA guidance that in certain instances new 510(k) clearances or pre-market approvals are not required. If the FDA disagrees with our determination and requires us to submit new 510(k) notifications or PMAs for modifications to our previously cleared products for which we have concluded that new clearances or approvals are unnecessary, we may be required to cease marketing or to recall the modified product until we obtain clearance or approval, and we may be subject to significant regulatory fines or penalties.

Furthermore, the FDA s ongoing review of the 510(k) program may make it more difficult for us to make modifications to our previously cleared products, either by imposing more strict requirements on when a new 510(k) for a modification to a previously cleared product must be submitted, or applying more onerous review criteria to such submissions. In July and December 2011, respectively, the FDA issued draft guidance documents addressing when to submit a new 510(k) due to modifications to 510(k)-cleared products and the criteria for evaluating substantial equivalence. The practical import of these new guidance documents on 510(k)s for new and modified products remains unclear, and we cannot assure you that they will not result in a more rigorous pre-market clearance process.

In the EEA, we must inform the Notified Body that carried out the conformity assessment of the medical devices we market or sell in the EEA of any planned substantial changes to our quality system or changes to our devices which could affect compliance with the essential requirements or the devices intended use. The Notified Body will then assess the changes and verify whether they affect the products conformity. If the assessment is favorable the Notified Body will issue a new certificate or an addendum to the existing certificates attesting compliance with the essential requirements.

We may fail to obtain or maintain foreign regulatory approvals to market our products in other countries.

We currently market our products internationally and intend to expand our international marketing. International jurisdictions require separate regulatory approvals and compliance with numerous and varying regulatory requirements. For example, we intend to continue to seek regulatory clearance to market our primary products in the EU/EEA, Brazil, Canada and other key markets. The approval procedures vary among countries and may involve requirements for additional testing, and the time required to obtain approval may differ from country to country and from that required to obtain FDA clearance or approval.

Clearance or approval by the FDA does not ensure approval or certification by regulatory authorities in other countries or jurisdictions, and approval or certification by one foreign regulatory authority does not ensure approval or certification by regulatory authorities in other foreign countries or by the FDA. The foreign regulatory approval or certification process may include all of the risks associated with obtaining FDA clearance or approval. We may not obtain foreign regulatory approvals on a timely basis, if at all. We may not be able to file for regulatory approvals or certifications and may not receive necessary approvals to commercialize our

Table of Contents

products in any market. If we fail to receive necessary approvals or certifications to commercialize our products in foreign jurisdictions on a timely basis, or at all, our business, results of operations and financial condition could be adversely affected.

We are subject to risks associated with our non-U.S. operations.

The FCPA and similar worldwide anti-bribery laws in non-U.S. jurisdictions generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. The FCPA also imposes accounting standards and requirements on publicly traded U.S. corporations and their foreign affiliates, which are intended to prevent the diversion of corporate funds to the payment of bribes and other improper payments, and to prevent the establishment of off books slush funds from which such improper payments can be made. Because of the predominance of government-sponsored healthcare systems around the world, many of our customer relationships outside of the United States are with governmental entities and are therefore subject to such anti-bribery laws. Our internal control policies and procedures may not always protect us from reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our operations, involve significant management distraction and result in a material adverse effect on our business, results of operations and financial condition. We also could suffer severe penalties, including criminal and civil penalties, disgorgement and other remedial measures, including further changes or enhancements to our procedures, policies and controls, as well as potential personnel changes and disciplinary actions.

Furthermore, we are subject to the export controls and economic embargo rules and regulations of the United States, including, but not limited to, the Export Administration Regulations and trade sanctions against embargoed countries, which are administered by the Office of Foreign Assets Control within the Department of the Treasury, as well as the laws and regulations administered by the Department of Commerce. These regulations limit our ability to market, sell, distribute or otherwise transfer our products or technology to prohibited countries or persons. A determination that we have failed to comply, whether knowingly or inadvertently, may result in substantial penalties, including fines and enforcement actions and civil and/or criminal sanctions, the disgorgement of profits and the imposition of a court-appointed monitor, as well as the denial of export privileges, and may have an adverse effect on our reputation.

These and other factors may have a material adverse effect on our international operations or on our business, results of operations and financial condition generally.

If we or our suppliers fail to comply with the FDA s good manufacturing practice regulations, this could impair our ability to market our products in a cost-effective and timely manner.

We and our third-party suppliers are required to comply with the FDA s Quality System Regulation, or QSR, which covers the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of our products. In addition, suppliers and processors of allograft must comply with the FDA s current Good Tissue Practice regulations, or GTPs, which govern the methods used in and the facilities and controls used for the manufacture of human cell tissue and cellular and tissue-based products, record-keeping and the establishment of a quality program.

The FDA audits compliance with the QSR and GTPs through periodic announced and unannounced inspections of manufacturing and other facilities. The FDA may impose inspections or audits at any time. If we or our suppliers have significant non-compliance issues or if any corrective action plan that we or our suppliers propose in response to observed deficiencies is not sufficient, the FDA could take enforcement action, including any of the following sanctions:

- untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties;

- customer notifications or repair, replacement, refunds, recall, detention or seizure of our products;

- operating restrictions or partial suspension or total shutdown of production;
- refusing or delaying our requests for 510(k) clearance or pre-market approval of new products or modified products;
- withdrawing 510(k) clearances or pre-market approvals that have already been granted;
- refusal to grant export approval for our products; or
- criminal prosecution.

Any of these sanctions could have a material adverse effect on our reputation, business, results of operations and financial condition.

Outside the United States, our products and operations are also often required to comply with standards set by industrial standards bodies, such as the International Organization for Standardization, or ISO. Foreign regulatory bodies may evaluate our products or the testing that our products undergo against these standards. The specific standards, types of evaluation and scope of review differ among foreign regulatory bodies. We intend to comply with the standards enforced by such foreign regulatory bodies as needed to commercialize our products. If we fail to adequately comply with any of these standards, a foreign regulatory body may take adverse actions similar to those within the power of the FDA. Any such action may harm our reputation and business, and could have an adverse effect on our business, results of operations and financial condition.

A recall of our products, either voluntarily or at the direction of the FDA or another governmental authority, or the discovery of serious safety issues with our products, could have a significant adverse impact on us.

The FDA and similar foreign governmental authorities have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture or in the event that a product poses an unacceptable risk to health. Manufacturers may, under their own initiative, recall a product if any material deficiency in a device is found. A government-mandated or voluntary recall by us or one of our distributors could occur as a result of an unacceptable risk to health, component failures, manufacturing errors, design or labeling defects or other deficiencies and issues. Recalls of any of our products would divert managerial and financial resources and have an adverse effect on our reputation, results of operations and financial condition, which could impair our ability to produce our products in a cost-effective and timely manner in order to meet our customers demands. We may also be required to bear other costs or take other actions that may have a negative impact on our future sales and our ability to generate profits.

Further, under the FDA s medical device reporting, or MDR, regulations, we are required to report to the FDA any incident in which our product may have caused or contributed to a death or serious injury or in which our product malfunctioned and, if the malfunction were to recur, would likely cause or contribute to death or serious injury. Repeated product malfunctions may result in a voluntary or involuntary product recall, which could divert managerial and financial resources, impair our ability to manufacture our products in a cost-effective and timely manner and have an adverse effect on our reputation, results of operations and financial condition.

In the EEA we must comply with the EU Medical Device Vigilance System. Under this system, incidents must be reported to the relevant authorities of the Member States of the EEA, and manufacturers are required to take Field Safety Corrective Actions, or FSCAs, to reduce a risk of death or serious deterioration in the state of health associated with the use of a medical device that is already placed on the market. An incident is defined as any malfunction or deterioration in the characteristics and/or performance of a device, as well as any inadequacy in the labeling or the instructions for use which, directly or indirectly, might lead to or might have led to the death of a patient or user or of other persons or to a serious deterioration in their state of health. An FSCA may include the recall, modification, exchange, destruction or retrofitting of the device. FSCAs must be communicated by the manufacturer or its legal representative to its customers and/or to the end users of the device through Field Safety Notices.

Table of Contents

Any adverse event involving our products, whether in the United States or abroad, could result in future voluntary corrective actions, such as recalls or customer notifications, or agency action, such as inspection, mandatory recall or other enforcement action. Any corrective action, whether voluntary or involuntary, as well as defending ourselves in a lawsuit, will require the dedication of our time and capital, distract management from operating our business and may harm our reputation and financial results.

We may be subject to enforcement action if we engage in the off-label promotion of our products.

Our promotional materials and training methods must comply with FDA and other applicable laws and regulations, including the prohibition of the promotion of off-label use. Physicians may use our products off-label, as the FDA does not restrict or regulate a physician s choice of treatment within the practice of medicine. However, if the FDA determines that our promotional materials or training constitutes promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine and criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our promotional or training materials to constitute promotion of an unapproved use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement. In that event, our reputation could be damaged and adoption of the products would be impaired. Although our policy is to refrain from statements that could be considered off-label promotion of our products, the FDA or another regulatory agency could disagree and conclude that we have engaged in off-label promotion. In addition, the off-label use of our products may increase the risk of injury to patients, and, in turn, the risk of product liability claims. Product liability claims are expensive to defend and could divert our management s attention, result in substantial damage awards against us and harm our reputation.

Governmental regulation and limited sources and suppliers could restrict our procurement and use of tissue.

In the United States, the procurement and transplantation of allograft bone tissue is subject to federal law pursuant to the National Organ Transplant Act, or NOTA, a criminal statute which prohibits the purchase and sale of human organs used in human transplantation, including bone and related tissue, for valuable consideration. NOTA permits reasonable payments associated with the removal, transportation, processing, preservation, quality control, implantation and storage of human bone tissue. We provide services in all of these areas in the United States, with the exception of removal and implantation, and receive payments for all such services. We make payments to certain of our clients and tissue banks for their services related to recovering allograft bone tissue on our behalf. If NOTA is interpreted or enforced in a manner that prevents us from receiving payment for services we render or that prevents us from paying tissue banks or certain of our clients for the services they render for us, our business could be materially adversely affected.

We depend on a limited number of sources of human tissue for use in some of our advanced biomaterials products and a limited number of entities to process the human tissue for use in those advanced biomaterials products, and any failure to obtain tissue from these sources or to have the tissue processed by these entities for us in a timely manner will interfere with our ability to effectively meet demand for our advanced biomaterials products incorporating human tissue. One third-party supplier currently supplies all of our needs for allograft implants and products, although we expect to engage other suppliers in the future. The processing of human tissue into our advanced biomaterials products is very labor-intensive and it is therefore difficult to maintain a steady supply stream. In addition, due to seasonal changes in mortality rates, some scarce tissues used in our advanced biomaterials products are at times in particularly short supply. We cannot be certain that our current supply of allograft implants and supplies from that supplier, plus any additional source that we identify in the future, will be sufficient to meet our needs. Our dependence on a single or small number of third-party suppliers and the challenges we may face in obtaining adequate supplies of human tissue involve several risks, including limited control over pricing, availability, quality and delivery schedules. In addition, any supply interruption in a limited or sole-sourced human tissue component, could materially harm our anion of the new guidance did not have a material impact on the Company s consolidated financial statements.

In April 2015, the FASB issued guidance to amend the presentation of debt issuance cost related to a recognized debt liability. Under the new guidance, the debt issuance costs were presented in the balance sheet as a direct deduction from the carrying amount of the recognized debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected under the new guidance. The standard is effective for a public company for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The guidance should be applied on a retrospective basis. The Company s December 31, 2015 balance sheet was adjusted to reflect the effects of applying the new guidance on a retrospective basis and resulted in a $134 thousand reduction in Borrowings under repurchase agreements and a corresponding reduction in Other assets. Upon adoption, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These disclosures include the nature of and reason for the change in accounting principle, the transition method, a description of the prior-period information that has been retrospectively adjusted, and the effect of the change on the financial statement line items (i.e., debt issuance cost asset and the debt liability). The 2016 adoption of the new guidance did not have a material impact on the Company s consolidated financial statements.

Table of Contents

Accounting Standards to be Adopted in Future Periods

In May 2014, the Financial Accounting Standards Board issued guidance that changes an entity s recognition of revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new guidance requires improved disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In applying the new guidance, an entity may use either a retrospective approach to each prior reporting period or a retrospective approach with the cumulative effect recognized at the date of initial application. For a public company, the standard is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is not permitted for a public entity. The new guidance is not expected to have a material impact on the Company s consolidated financial statements.

In August 2014, the Financial Accounting Standards Board issued guidance that will require an entity s management to evaluate whether there is substantial doubt about an entity s ability to continue as a going concern and to provide related footnote disclosures. According to the new guidance, substantial doubt exists when conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date the financial statements are issued. The term probable is used consistently with its current use in U.S. GAAP for loss contingencies. Disclosures will be required if conditions give rise to substantial doubt about the entity s ability to continue as a going concern, including whether management s plans that are intended to mitigate those conditions will alleviate the substantial doubt when implemented. The guidance is effective for annual periods ending after December 15, 2016. The effective date is the same for both public companies and all other entities. Early application is permitted. The Company s first assessment under the new guidance will be completed for the year ending December 31, 2016.

In January 2016, the FASB issued guidance to improve certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The standard is effective for a public company for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years. Early adoption by public companies for fiscal years or interim periods that have not yet been issued or, by all other entities, that have not yet been made available for issuance of this guidance are permitted as of the beginning of the fiscal year of adoption, under certain restrictions. The Company should apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The guidance related to equity securities without readily determinable fair values should be applied prospectively to equity investments that exist at the date of adoption. The Company is currently assessing the impact that this guidance will have on its consolidated financial statements when adopted.

In March 2016, the Financial Accounting Standards Board issued guidance that changes the accounting for certain aspects of share-based payments to employees. The guidance requires the recognition of the income tax effects of awards in the income statement when the awards vest or are settled, thus eliminating additional paid in capital pools. The guidance also allows for the employer to repurchase more of an employee s shares for tax withholding purposes without triggering liability accounting. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. For a public company, the standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is permitted in any interim or annual period. The Company is currently assessing the impact that this guidance will have on its consolidated financial statements when adopted.

Table of Contents

Note 3 Fair Value of Financial Instruments

The following tables present the Company s financial instruments carried at fair value as of March 31, 2016 and December 31, 2015, based upon the valuation hierarchy (dollars in thousands):

	March 31, 2016 Fair Value			
	Level I	Level II	Level III	Total
Assets				
Agency RMBS:				
20-Year mortgage	$	$ 592,573	$	$ 592,573
30-Year mortgage		1,008,436		1,008,436
Agency RMBS Interest-Only Strips		32,671		32,671
Agency and Non-Agency Interest-Only Strips accounted for as derivatives, included in MBS		45,013	3,982	48,995
Non-Agency RMBS		272,282	166,558	438,840
Agency and Non-Agency CMBS		391,822	32,082	423,904
Other securities		17,615	30,384	47,999
Subtotal		2,360,412	233,006	2,593,418
Residential Whole-Loans			201,267	201,267
Securitized commercial loan			23,675	23,675
Subtotal			224,942	224,942
Derivative assets		100,161		100,161
Total	$	$ 2,460,573	$ 457,948	$ 2,918,521
Liabilities				
Derivative liabilities	$ 1,794	$ 319,727	$ 866	$ 322,387
Securitized debt			10,417	10,417
Total	$ 1,794	$ 319,727	$ 11,283	$ 332,804

	December 31, 2015 Fair Value			
	Level I	Level II	Level III	Total
Assets				
Agency RMBS:				
20-Year mortgage	$	$ 687,272	$	$ 687,272
30-Year mortgage		926,459		926,459
Agency RMBS Interest-Only Strips		71,954		71,954
Agency and Non-Agency Interest-Only Strips accounted for as derivatives, included in MBS		56,431	3,556	59,987
Non-Agency RMBS		278,885	247,753	526,638
Agency and Non-Agency CMBS		334,687	143,031	477,718
Other securities		29,103	71,996	101,099
Subtotal		2,384,791	466,336	2,851,127
Residential Whole-Loans			218,538	218,538
Securitized commercial loan			25,000	25,000
Subtotal			243,538	243,538

Derivative assets		63		21,852				21,915
Total	$	63	$	2,406,643	$	709,874	$	3,116,580
Liabilities								
Derivative liabilities	$	698	$	179,479	$		$	180,177
Securitized debt						11,000		11,000
Total	$	698	$	179,479	$	11,000	$	191,177

When available, the Company uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Company will use independent pricing services and if the independent pricing service cannot price a particular asset or liability, the Company will obtain third party broker quotes. The Manager s pricing group, which functions independently from its portfolio management personnel, corroborates the third party broker quote by comparing the broker price to alternate sources or using internal valuation techniques. If independent pricing service, or third party broker quotes are not available, the Company determines the fair value of the securities using valuation techniques that use, when possible, current market-based or independently-sourced market parameters, such as interest rates and when applicable, estimates of prepayments and credit losses.

Table of Contents

Mortgage-backed securities and other securities

In determining the proper fair value hierarchy or level, all securities are initially classified in Level III. The Company further determined, given the amount of available observable market data, Agency RMBS should be classified in Level II. For Non-Agency RMBS, CMBS and other securities, to determine whether a security should be a Level II, the securities are grouped by security type and the Manager reviews the internal trade history, for the quarter, for each security type. If there is sufficient trade data above a predetermined threshold of a security type, the Managers determines it has sufficient observable market data and the security will be categorized as a Level II.

Values for the Company s securities are based upon prices obtained from independent third party pricing services. The valuation methodology of the third party pricing services incorporates a commonly used market pricing method. Depending on the type of asset and the underlying collateral, the primary inputs to the model include yields for TBAs, Agency RMBS, the U.S. Treasury market and floating rate indices such as LIBOR, the Constant Maturity Treasury rate and the prime rate as a benchmark yield. In addition, the model may incorporate the current weighted average maturity and additional pool level information such as prepayment speeds, default frequencies and default severities, if applicable. When the third party pricing service cannot adequately price a particular security, the Company utilizes a broker s quote which is validated by the Manager s pricing group.

Residential and Commercial Loans

Values for the Company s residential and commercial loans are based upon prices obtained from an independent third party pricing service that specializes in residential and commercial loans, utilizing a trade based valuation model. Their valuation methodology incorporates commonly used market pricing methods, including loan to value (LTV), debt to income, maturity, interest rates, collateral location, and unpaid principal balance, prepayment penalties, FICO scores, lien position and times late. Due to the inherent uncertainty of such valuation, the fair values established for residential and commercial loans held by the Company may differ from the fair values that would have been established if a ready market existed for these loans. Accordingly, the Company s loans are classified as Level III in the fair value hierarchy.

Securitized commercial loan and securitized debt

Values for the Company s securitized commercial loan and securitized debt is based on the fair value that is more observable. Since there is an extremely limited market for the securitized commercial loan, the Company determined the fair value of the securitized debt was more observable. The fair value of the securitized debt was based upon a third party broker quote, which is validated by the Manager s pricing group. Due to the inherent uncertainty of such valuation the Company classifies its securitized commercial loan and securitized debt as Level III.

Derivatives

Values for the Company derivatives are based upon prices from third party pricing services, whose pricing is subject to review by the Manager s pricing committee. In valuing its over-the-counter interest rate derivatives, such as swaps and swaptions, its currency derivatives, such as swaps and forwards and credit derivatives such as total return swaps, the Company considers the creditworthiness of both the Company and its counterparties, along with collateral provisions contained in each derivative agreement, from the perspective of both the Company and its counterparties. The majority of the Company s interest rate swaps are cleared through a central clearing house and subject to the clearing house margin requirements. The Company s agreements with its derivative counterparties also contain netting provisions; however the Company has elected to report its interest rate swaps and swaptions and currency swaps and forwards on a gross basis. No credit valuation adjustment was made in determining the fair value of interest rate and/or currency derivatives for the periods ended March 31, 2016 and December 31, 2015.

The Company performs quarterly reviews of the independent third party pricing data. These reviews may consist of a review of the daily change in the prices provided by the independent pricing vendor which exceed established tolerances or comparisons to executed transaction prices, utilizing the Manager s pricing group. The Manager s pricing group, which functions independently from its portfolio management personnel, corroborates the price differences or changes in price by comparing the vendor price to alternate sources including other independent pricing services or broker quotations. If the price change or difference cannot be corroborated, the Manager s pricing group consults with the portfolio management team for market color in reviewing such pricing data as warranted. To the extent that the Manager has information, typically in the form of broker quotations that would indicate that a price received from the independent pricing service is outside of a tolerance range, the Manager generally challenges the independent pricing service price.

The following tables present additional information about the Company s financial instruments which are measured at fair value on a recurring basis for which the Company has utilized Level III inputs to determine fair value:

	Three months ended March 31, 2016		
$ in thousands	**Mortgage-backed securities and other securities**	**Residential Whole-Loans**	**Securitized commercial loan**
Beginning balance	$ 466,336	$ 218,538	$ 25,000
Transfers into Level III from Level II			
Transfers from Level III into Level II	(158,566)		
Purchases	94		
Sales and settlements	(68,910)		
Principal repayments	(4,021)	(17,221)	
Total net gains / (losses) included in net income			
Realized gains/(losses), net	(6,191)		
Other than temporary impairment	(4,063)		
Unrealized gains/(losses), net(1)	10,719	547	(1,325)
Premium and discount amortization, net	(2,392)	(597)	
Ending balance	$ 233,006	$ 201,267	$ 23,675

(1) For Mortgage-backed securities and other securities, Residential Whole-Loans and Securitized commercial loans classified as Level III at March 31, 2016, the Company recorded gross unrealized gains of approximately $17.1 million, $790 thousand and $0 and gross unrealized losses of approximately $2.6 million, $24 thousand and $1.3 million, respectively. These gains and losses are included in Unrealized gain (loss), net on the Consolidated Statements of Operations.

	Three months ended March 31, 2016	
$ in thousands	**Derivative Liability**	**Securitized debt**
Beginning balance	$	$ 11,000
Transfers into Level III from Level II		
Transfers from Level III into Level II		
Purchases		
Sales and settlements		
Principal repayments		
Total net gains / (losses) included in net income		
Realized gains/(losses), net		
Other than temporary impairment		
Unrealized (gains)/losses, net(1)	866	(583)
Premium and discount amortization, net		
Ending balance	$ 866	$ 10,417

(1) For Derivative liability and Securitized debt classified as Level III at March 31, 2016, the Company recorded gross unrealized gains of $0 and approximately $583 thousand and gross unrealized losses of approximately $866 thousand and $0, respectively. These gains and losses are included in Gain (loss) on derivative instruments, net and Unrealized gain (loss), net in the Consolidated Statements of Operations, respectively.

Table of Contents

	Three months ended March 31, 2015			
$ in thousands	Mortgage-backed securities and other securities	Residential Whole-Loans	Commercial Whole-Loan	Linked Transactions
Beginning balance	$ 291,407	$ 7,220	$	$ 20,627
Fair value of securities previously accounted for as linked transactions(1)	52,484			
Fair value of financial instruments previously accounted for as linked transactions(1)				(20,627)
Transfers into Level III from Level II	5,357			
Transfers from Level III into Level II				
Purchases	101,710	10,460	8,750	
Sales and settlements	(49,724)			
Principal repayments	(2,345)	(20)		
Total net gains / (losses) included in net income				
Realized gains/(losses), net	4,470			
Other than temporary impairment	(1,194)			
Unrealized gains/(losses), net(2)	130	246	150	
Premium and discount amortization, net	(3,414)	(46)		
Ending balance	$ 398,881	$ 17,860	$ 8,900	$

(1) Resulting from the implementation of guidance issued by the Financial Accounting Standards Board which eliminated the requirement to account for certain financial instruments as linked transactions.

(2) For Mortgage-backed securities and other securities, Residential Whole-Loans and Commercial Whole-Loan classified as Level III at March 31, 2015, the Company recorded gross unrealized gains of approximately $6.9 million, $246 thousand and $150 thousand and gross unrealized losses of approximately $6.7 million, $0 and $0, respectively. These gains and losses are included in Unrealized gain (loss), net in the Consolidated Statements of Operations.

Transfers between hierarchy levels for the three months ended March 31, 2016 and March 31, 2015 were based on the availability of sufficient observable inputs to meet Level II versus Level III criteria. The leveling of these assets was based on information received from a third party pricing service which, along with the back-testing of historical sales transactions performed by the Manager provided the sufficient observable data for the movement from Level III to Level II. The Company did not have transfers between Level I and Level II for the three months ended March 31, 2016 and March 31, 2015.

Other Fair Value Disclosures

Due from counterparties and Due to counterparties on the Company s Consolidated Balance Sheets are reflected at cost which approximates fair value.

The fair value of the repurchase agreements is based on an expected present value technique. This method discounts future estimated cash flows using rates the Company determined best estimate current market interest rates that would be offered for loans with similar characteristics and credit quality. The use of different market assumptions or estimation methodologies could have a material effect on the fair value amounts. At March 31, 2016, the Company s borrowings under repurchase agreements had a fair value of approximately $2.406 billion and a carrying value of approximately $2.403 billion. At March 31, 2016, the Company s receivable under reverse repurchase agreements had a fair value of approximately $9.3 million and a carrying value of approximately $9.3 million. Inputs used to arrive at the fair value of the repurchase agreement borrowings and receivables under reverse repurchase agreements are generally observable, and therefore, they would be considered a Level II fair value measurement.

Table of Contents

Note 4 Mortgage-Backed Securities and other securities

The following tables present certain information about the Company s investment portfolio at March 31, 2016 and December 31, 2015 (dollars in thousands).

	March 31, 2016							
	Principal Balance	Unamortized Premium (Discount), net	Discount Designated as Credit Reserve and OTTI	Amortized Cost	Unrealized Gain	Unrealized Loss	Estimated Fair Value	Net Weighted Average Coupon (1)
Agency RMBS:								
20-Year mortgage	$ 551,238	$ 29,886	$	$ 581,124	$ 11,678	$ (229)	$ 592,573	3.9%
30-Year mortgage	927,137	68,878		996,015	14,901	(2,480)	1,008,436	4.1%
Agency RMBS Interest-Only Strips (2)	N/A	N/A	N/A	32,264	1,314	(907)	32,671	2.8%(2)
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives (2) (3)	N/A	N/A	N/A	N/A	N/A	N/A	48,995	2.4%(2)
Non-Agency RMBS	482,117	(26,376)	(106,562)	349,179	12,659	(7,539)	354,299	3.8%
Non-Agency RMBS Interest- Only Strips (2)	N/A	N/A	N/A	63,580	21,175	(214)	84,541	5.9%(2)
Agency and Non-Agency CMBS	538,320	(73,237)	(9,585)	455,498	2,607	(35,853)	422,252	5.0%
Agency CMBS Interest-Only Strips (2)	N/A	N/A	N/A	1,486	166		1,652	4.6%(2)
Other securities (4)	30,897	(876)	(1,943)	50,031	277	(2,309)	47,999	6.4%
Total	$ 2,529,709	$ (1,725)	$ (118,090)	$ 2,529,177	$ 64,777	$ (49,531)	$ 2,593,418	4.0%

[redacted]								
Agency RMBS:								
[redacted]								
30-Year mortgage	856,014	71,342		927,356	10,827	(11,724)	926,459	4.2%
[redacted]								
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives (2) (3)	N/A	N/A	N/A	N/A	N/A	N/A	59,987	2.5%(2)
[redacted]								
Non-Agency RMBS Interest- Only Strips (2)	N/A	N/A	N/A	66,600	14,589		81,189	5.9%(2)
[redacted]								
Agency CMBS Interest-Only Strips (2)	N/A	N/A	N/A	1,915	198		2,113	4.7%(2)
[redacted]								
Total	$ 2,759,429	$ 17,189	$ (152,750)	$ 2,786,859	$ 51,542	$ (47,261)	$ 2,851,127	3.9%

(1) Net weighted average coupon as of March 31, 2016 and December 31, 2015 is presented, net of servicing and other fees.

(2) Agency RMBS IOs and IIOs, Non-Agency RMBS IOs and IIOs, Agency and Non-Agency IOs and IIOs, accounted for as derivatives, and Agency and Non-Agency CMBS IOs and IIOs have no principal balances and bear interest based on a notional balance. The notional balance is used solely to determine interest distributions on interest-only class of securities. At March 31, 2016, the notional balance for Agency RMBS IOs and IIOs, Non-Agency IOs and IIOs, Agency and Non-Agency IOs and IIOs, accounted for as derivatives, and CMBS IOs and IIOs was $337.4 million, $309.0 million, $602.9 million and $42.6 million, respectively. At December 31, 2015, the notional balance for Agency RMBS IOs and IIOs, Non-Agency IOs and IIOs, Agency and Non-Agency IOs and IIOs, accounted for as derivatives, and CMBS IOs and IIOs was $593.4 million, $321.0 million, $655.6 million and $43.2 million, respectively.

(3) Interest on these securities is reported as a component of Gain (loss) on derivative instruments, net in the Consolidated Statements of Operations.

(4) Other securities include residual interests in asset-backed securities which have no principal balance and an amortized cost of approximately $22.0 million and $22.8 million, as of March 31, 2016 and December 31, 2015, respectively.

As of March 31, 2016 and December 31, 2015 the weighted average expected remaining term to the expected maturity of the MBS and other securities investment portfolio was 6.6 years and 7.1 years, respectively.

Table of Contents

The following tables present the changes in the components of the Company s purchase discount and amortizable premium on its Non-Agency RMBS, Non-Agency CMBS and other securities for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

	Three months ended March 31, 2016		
	Discount Designated as Credit Reserve and OTTI	Accretable Discount(1)	Amortizable Premium(1)
Balance at beginning of period	$ (152,750)	$ (145,532)	$ 56,163
Accretion of discount		4,737	
Amortization of premium			(1,702)
Realized credit losses	3,666		
Purchases		(2,265)	
Sales	28,154	7,831	(8,436)
Net impairment losses recognized in earnings	(8,445)		
Transfers/release of credit reserve(2)	11,285	(8,667)	(2,618)
Balance at end of period	$ (118,090)	$ (143,896)	$ 43,407

(1) Together with coupon interest, accretable purchase discount and amortizable premium is recognized as interest income over the life of the security.
(2) Subsequent reductions of a security s non-accretable discount results in a corresponding reduction in its amortizable premium.

	Three months ended March 31, 2015		
	Discount Designated as Credit Reserve and OTTI	Accretable Discount(1)	Amortizable Premium(1)
Balance at beginning of period	$ (182,007)	$ (105,804)	$ 82,228
Securities previously accounted for as linked transactions(2)	(2,320)	(1,393)	4,587
Accretion of discount		5,154	
Amortization of premium			(2,728)
Realized credit losses	2,668		
Purchases	(30,587)	(48,298)	2,057
Sales	53,815	36,852	(9,946)
Net impairment losses recognized in earnings	(3,529)		
Transfers/release of credit reserve(3)	(1,932)	1,687	245
Balance at end of period	$ (163,892)	$ (111,802)	$ 76,443

(1) Together with coupon interest, accretable purchase discount and amortizable premium is recognized as interest income over the life of the security.
(2) Resulting from the implementation of guidance issued by the Financial Accounting Standards Board which eliminated the requirement to account for certain financial instruments as linked transactions.
(3) Subsequent reductions of a security s non-accretable discount results in a corresponding reduction in its amortizable premium.

The following tables present the fair value and contractual maturities of the Company s investment securities at March 31, 2016 and December 31, 2015 (dollars in thousands)**:**

	March 31, 2016				
	< or equal to 10 years	> 10 years and < or equal to 20 years	> 20 years and < or equal to 30 years	> 30 years	Total
Agency RMBS:					
20-Year mortgage	$	$ 592,573	$	$	$ 592,573
30-Year mortgage			1,008,436		1,008,436
Agency RMBS Interest-Only Strips		22,651	10,020		32,671
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives	1,075	9,010	26,454	12,456	48,995
Non-Agency RMBS	14	67,868	66,757	219,660	354,299
Non-Agency RMBS Interest- Only Strips			22,604	61,937	84,541
Agency and Non-Agency CMBS	46,083	28,788	149,581	197,800	422,252
Agency CMBS Interest-Only Strips	1,652				1,652
Other securities	11,536	9,310	6,079	21,074	47,999
Total	$ 60,360	$ 730,200	$ 1,289,931	$ 512,927	$ 2,593,418

Table of Contents

	December 31, 2015				
	< or equal to 10 years	> 10 years and < or equal to 20 years	> 20 years and < or equal to 30 years	> 30 years	Total
Agency RMBS:					
20-Year mortgage	$	$ 687,272	$	$	$ 687,272
30-Year mortgage			926,459		926,459
Agency RMBS Interest-Only Strips		40,900	31,054		71,954
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives	1,310	10,081	35,219	13,377	59,987
Non-Agency RMBS	15	86,172	59,502	299,760	445,449
Non-Agency RMBS Interest- Only Strips			20,639	60,550	81,189
Agency and Non-Agency CMBS	65,213	27,849	167,355	215,188	475,605
Agency CMBS Interest-Only Strips	2,113				2,113
Other securities	29,102	11,088	39,256	21,653	101,099
Total	$ 97,753	$ 863,362	$ 1,279,484	$ 610,528	$ 2,851,127

The following tables present the gross unrealized losses and estimated fair value of the Company s MBS and other securities by length of time that such securities have been in a continuous unrealized loss position at March 31, 2016 and December 31, 2015 (dollars in thousands):

[redacted]

	Fair Value	Losses	Securities	Fair Value	Losses	Securities	Fair Value	Losses	Securities
Agency RMBS:									
20-Year mortgage	$ 50,288	$ (100)	2	$ 46,978	$ (129)	13	$ 97,266	$ (229)	15
30-Year mortgage	156,253	(33)	16	247,475	(2,447)	45	403,728	(2,480)	61
Agency RMBS Interest-Only Strips	21,658	(908)	13				21,658	(908)	13
Non-Agency RMBS	170,213	(6,959)	34	16,500	(579)	4	186,713	(7,538)	38
Non-Agency RMBS Interest-Only Strips	3,755	(214)	1				3,755	(214)	1
Agency and Non-Agency CMBS	318,025	(30,380)	63	45,855	(5,473)	11	363,880	(35,853)	74
Other securities	34,208	(2,309)	4				34,208	(2,309)	4
Total	$ 754,400	$ (40,903)	133	$ 356,808	$ (8,628)	73	$ 1,111,208	$ (49,531)	206

	December 31, 2015								
	Less than 12 Months			12 Months or More			Total		
	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities
Agency RMBS:									

20-Year mortgage	$	113,919	$	(1,229)	35	$	44,470	$	(590)	10	$	158,389	$	(1,819)	45
30-Year mortgage		68,890		(1,325)	17		329,716		(10,399)	55		398,606		(11,724)	72
Agency RMBS Interest-Only Strips		39,091		(2,177)	18							39,091		(2,177)	18
Non-Agency RMBS		234,897		(6,928)	36		19,656		(519)	5		254,553		(7,447)	41
Agency and Non-Agency CMBS		298,369		(19,888)	55		27,755		(1,294)	7		326,124		(21,182)	62
Other securities		59,610		(1,746)	5		11,334		(1,166)	1		70,944		(2,912)	6
Total	$	814,776	$	(33,293)	166	$	432,931	$	(13,968)	78	$	1,247,707	$	(47,261)	244

At March 31, 2016, the Company did not intend to sell any of its MBS and other securities that were in an unrealized loss position, and it is more likely than not that the Company will not be required to sell these MBS and other securities before recovery of their amortized cost basis, which may be at their maturity.

The Company assesses its Agency MBS, Non-Agency MBS and other securities, excluding Interest-Only Strips, rated AA and higher at the time of purchase for other-than-temporary impairment on at least a quarterly basis. When the fair value of an investment is less than its amortized cost at the balance sheet date of the reporting period for which impairment is assessed, the impairment is designated as either temporary or other-than-temporary. In deciding on whether or not a security is other-than-temporarily impaired, the Company considers several factors, including the nature of the investment, communications (if any) from the securitization trustee regarding the credit quality of the security, the severity and duration of the impairment, the cause of the impairment, and the Company s intent not to sell the security and that it is more likely than not that the Company will not be required to sell the security until recovery of its amortized cost. In addition, an other-than-temporary impairment is deemed to have occurred when there is an adverse change in the expected cash flows (principal or interest) to be received and the fair value of the security is less than its carrying amount. In determining whether an adverse change in cash flows occurred, the present value of the remaining cash flows, as estimated at the initial transaction date (or the last date previously revised), is compared to the present value of the expected cash flows at the current reporting date. The estimated cash flows reflect those a market participant would use and are discounted at a rate equal to the current yield used to accrete interest income. These adjustments are reflected in the Company s Consolidated Statement of Operations as Other than temporary impairment.

For Non-Agency MBS and other securities rated below AA at the time of purchase and Agency and Non-Agency Interest-Only Strips, excluding Interest-Only Strips classified as derivatives, an other-than-temporary impairment is deemed to have occurred when there is an adverse change in the expected cash flows (principal or interest) to be received and the fair value of the beneficial interest is less than its carrying amount. Other than for plain-vanilla variable rate Non-Agency MBS, the Company does not bifurcate the loss between credit loss and loss attributed to change in interest rates, therefore, the entire loss is recorded as other-than-temporary. These adjustments are reflected in the Company s Consolidated Statement of Operations as Other than temporary impairment. In determining whether an adverse change in cash flows occurred, the present value of the remaining cash flows, as estimated at the initial transaction date (or the last date previously revised), is compared to the present value of the expected cash flows at the current reporting date. The estimated cash flows reflect those a market participant would use and are discounted at a rate equal to the current yield used to accrete interest income. If an other-than-temporary impairment is recognized as a result of this analysis, the yield is maintained at the current accretion rate. The last revised estimated cash flows are then used for future impairment analysis purposes. The Company s prepayment speed estimate was the primary assumption used to determine other-than temporary-impairments for Interest-Only Strips, excluding Agency and Non-Agency Interest-Only Strips accounted for as derivatives, for the three months ended March 31, 2016, and March 31, 2015.

With respect to the Company s security portfolio, OTTI is generally recorded when the credit quality of the underlying collateral deteriorates and or the schedule payments are faster than previously projected. The credit deterioration could be as a result of, but not limited to, increased projected realized losses, foreclosures, delinquencies and the likelihood of the borrower being able to make payments in the future. Generally, a prepayment occurs when a loan has a higher interest rate relative to current interest rates and lenders are willing to extend credit at the lower current interest rate of the underlying collateral for the loan is sold or transferred. OTTI is reported in the Company s Consolidated Statement of Operations.

The following table presents the OTTI the Company recorded on its securities portfolio (dollars in thousands):

	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Agency RMBS	$ 727	$ 1,122
Non-Agency RMBS	4,917	2,667
Non-Agency CMBS	2,785	599
Other securities	2,368	263
Total	$ 10,797	$ 4,651

The Company has made investments in certain Non-Agency RMBS inverse floaters. These securities coupon rates have an inverse relationship to a benchmark rate. When the benchmark interest rate increases the coupon payment rate will decrease because the benchmark interest rate is deducted from the coupon payment. The Company has generally purchased these securities at a premium. Accelerated prepayments on these securities could result in an economic loss, as the Company would not recover the upfront premium. The premiums are amortized into income using the effective interest rate method. As of March 31, 2016 and March 31, 2015, the Company held $81.4 million and $90.0 million, respectively, in Non-Agency RMBS inverse floaters.

The following tables present components of interest income on the Company s MBS and other securities (dollars in thousands):

	For the three months ended March 31, 2016		
	Coupon Interest	Net (Premium Amortization/ Amortization Basis) Discount Amortization	Interest Income
Agency RMBS	$ 17,323	$ (8,505)	$ 8,818
Non-Agency RMBS	9,778	(1,836)	7,942
Agency and Non-Agency CMBS	7,572	1,359	8,931
Other securities	694	798	1,492
Total(1)	$ 35,367	$ (8,184)	$ 27,183

(1) Interest income in the Consolidated Statements of Operations includes coupon interest, net premium/discount amortization and interest income of approximately $2.5 million, $(597) thousand and $1.9 million on Residential Whole-Loans, respectively and coupon interest, net premium amortization and interest income of $569 thousand, $0 and $569 thousand on a securitized commercial loan, respectively.

	For the three months ended March 31, 2015		
	Coupon Interest	Net (Premium Amortization/ Amortization Basis) Discount Amortization	Interest Income
Agency RMBS	$ 37,451	$ (15,407)	$ 22,044
Non-Agency RMBS	11,869	(2,427)	9,442
Agency and Non-Agency CMBS	6,902	575	7,477
Other securities	1,267	431	1,698
Total(1)	$ 57,489	$ (16,828)	$ 40,661

(1) Interest income in the Consolidated Statements of Operations includes coupon interest, net premium amortization and interest income of $117 thousand, $(46) thousand and $71 thousand on Residential Whole-Loans, respectively and coupon interest, net premium amortization and interest income of $74 thousand, $0 and $74 thousand on Commercial Whole-Loans.

The following tables present the sales and realized gain (loss) of the Company s MBS and other securities (dollars in thousands):

	For the three months ended March 31, 2016			
	Proceeds	Gross Gains	Gross Losses	Net Gain (Loss)
Agency RMBS (1)	$ 310,480	$ 5,250	$ (5,151)	$ 99
Non-Agency RMBS	82,801	1,219	(4,244)	(3,025)
Agency and Non-Agency CMBS	19,035		(2,838)	(2,838)
Other securities	750,226	1,818	(2,109)	(291)
Total	$ 1,162,542	$ 8,287	$ (14,342)	$ (6,055)

(1) Excludes proceeds for Agency Interest-Only Strips, accounted for as derivatives, of approximately $4.2 million, gross realized gains of $300 thousand and gross realized losses of $0.

	For the three months ended March 31, 2015			
	Proceeds	Gross Gains	Gross Losses	Net Gain (Loss)
Agency RMBS (1)	$ 301,732	$ 290	$ (2,897)	$ (2,607)
Non-Agency RMBS	207,594	9,761	(174)	9,587
Agency and Non-Agency CMBS	27,543	488		488
Total	$ 536,869	$ 10,539	$ (3,071)	$ 7,468

(1) Excludes gross realized gains of $(2) thousand for Agency Interest-Only Strips, accounted for as derivatives, as a result of the settlement of prior year sales in January 2015.

Note 5 Variable Interest Entities

Residential Whole-Loan Trusts

The consolidated financial statements also include the consolidation of certain trusts that each meet the definition of a VIE related to the acquisition of Residential Whole-Loans in which the Company has determined itself to be the primary beneficiary of each such trust. The Company determined that it was the primary beneficiary of the two residential Whole-Loan trusts, which were merged into one trust during the first quarter of 2016, because it was involved in certain aspects of the design of each trust, has certain oversight rights on defaulted assets and has other significant decision making powers. In addition, the Company has the obligation to absorb losses and the right to receive benefits from the trust that could potentially be significant to the trust. The trust has issued a trust certificate to the Company, which represents the beneficial interest in pools of Residential Whole-Loans held by such trust. As of March 31, 2016, the Company financed the trust certificates with $164.0 million of repurchase borrowings, which is a liability held outside the trusts. The Company classifies the underlying Residential Whole-Loans owned by the trusts in Residential Whole-Loans at fair value in the Consolidated Balance Sheets and has eliminated the intercompany trust certificates in consolidation.

Table of Contents

Commercial Loan Trust

In November 2015, the Company acquired $14.0 million interest in the trust certificate issued by CMSC Trust 2015 Longhouse MZ (CMSC Trust), with a fair value of $13.3 million at March 31, 2016, which is financed with $6.8 million of repurchase borrowings. The Company determined that CMSC Trust was a VIE and itself the primary beneficiary because it was involved in certain aspects of the design of the trust, has certain oversight rights on defaulted assets and has other significant decision making powers. In addition, the Company has the obligation to absorb losses and the right to receive benefits from the trust that could potentially be significant to the trust. The CMSC Trust holds a $25.0 million mezzanine loan collateralized by interests in commercial real estate. The mezzanine loan serves as collateral for the $25.0 million of trust certificates issued. As of March 31, 2016, the Company classified the mezzanine loan at fair value in Securitized commercial loan in the Consolidated Balance Sheets. The $25.0 million of trust certificates, of which $14.0 million was eliminated in consolidation and the remaining $11.0 million held by an affiliate is carried at a fair value of $10.4 million and classified as Securitized debt in the Consolidated Balance Sheets.

The Company assesses modifications to VIEs on an ongoing basis to determine if a significant reconsideration event has occurred that would change the Company s initial consolidation assessment. The consolidated two trusts hold 499 performing Residential Whole-Loans and 1 performing commercial loan. The following table presents a summary of the assets and liabilities of the residential and commercial loan trusts included in the Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015 (dollars in thousands).

	March 31, 2016	December 31, 2015
Residential Whole-Loans, at fair value	$ 201,267	$ 218,538
Securitized commercial loan, at fair value	23,675	25,000
Investment related receivable	3,200	
Accrued interest receivable	1,737	1,836
Total assets	$ 229,879	$ 245,374
Securitized debt	$ 10,417	$ 11,000
Accrued interest payable	85	85
Accounts payable and accrued expenses	2	2
Total liabilities	$ 10,504	$ 11,087

The Company s risk with respect to its investment in each trust is limited to its direct ownership in the trust. The Residential Whole-Loans and securitized commercial loan held by the consolidated trusts are held solely to satisfy the liabilities of the trust, and creditors of the trust have no recourse to the general credit of the Company for the trust certificates issued by the trusts. The assets of a consolidated trust can only be used to satisfy the obligations of that trust. The Company is not contractually required and has not provided any additional financial support to the trusts for the three months ended March 31, 2016 and March 31, 2015. The Company did not deconsolidate any trusts during the three months ended March 31, 2016 and March 31, 2015.

The following table presents the components of the carrying value of Residential Whole-Loans and securitized commercial loan as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	Residential Whole-Loans		Securitized Commercial Loan	
	March 31, 2016	December 31, 2015	March 31, 2016	December 31, 2015
Principal balance	$ 195,425	$ 212,647	$ 25,000	$ 25,000
Unamortized premium	1,860	2,410		
Unamortized discount	(206)	(161)		
Gross unrealized gains	4,188	3,642		
Gross unrealized losses			(1,325)	
Fair value	$ 201,267	$ 218,538	$ 23,675	$ 25,000

The Residential Whole-Loans are comprised of non-qualifying, mostly adjustable rate mortgages with low loan to values (or LTV). The following tables present certain information about the Company s Residential Whole-Loans investment portfolio at March 31, 2016 and December 31, 2015 (dollars in thousands):

March 31, 2016

Current Coupon Rate	Number of Loans	Principal Balance	Original LTV	Weighted Average Original FICO Score(1)	Weighted Average Expected Life (years)	Weighted Average Contractual Maturity (years)	Weighted Average Coupon Rate
3.01 4.00%	26	$ 6,662	56.0%	764	1.4	27.1	4.0%
4.01 5.00%	181	68,806	57.0%	725	1.3	27.2	4.5%
5.01 6.00%	285	116,469	54.9%	721	1.5	27.6	5.1%
6.01 7.00%	7	3,488	70.4%	731	1.3	22.4	6.4%
Total	499	$ 195,425	56.0%	724	1.4	27.4	4.8%

(1) The original FICO score is not available for 135 loans with a principal balance of approximately $56.8 million at March 31, 2016. The Company has excluded those loans from the weighted average computation.

December 31, 2015

Current Coupon Rate	Number of Loans	Principal Balance	Original LTV	Weighted Average Original FICO Score(1)	Weighted Average Expected Life (years)	Weighted Average Contractual Maturity (years)	Weighted Average Coupon Rate
3.01 4.00%	2	$ 698	35.7%	766	1.9	29.4	3.9%
4.01 5.00%	211	79,696	56.6%	728	1.4	27.5	4.5%
5.01 6.00%	302	128,204	55.1%	723	1.6	27.9	5.1%
6.01 7.00%	9	4,049	71.0%	723	1.4	23.4	6.4%
Total	524	$ 212,647	55.9%	725	1.5	27.6	4.9%

(2) The original FICO score is not available for 139 loans with a principal balance of approximately $58.7 million at December 31, 2015. The Company has excluded those loans from the weighted average computation.

The following tables present the U.S. states in which the collateral securing the Company s Residential Whole-Loans at March 31, 2016 and December 31, 2015, based on principal balance, is located (dollars in thousands):

March 31, 2016

	State Concentration	Principal Balance
California	83.8%	$ 163,725
Washington	6.2	12,269
Massachusetts	5.7	11,168
New York	2.6	5,007
Georgia	0.8	1,624
Other	0.9	1,632
Total	100.0%	$ 195,425

	State Concentration		Principal Balance
California	83.1%	$	176,611
Washington	6.8		14,442
Massachusetts	5.6		12,000
New York	2.5		5,399
Georgia	0.9		1,813
Other	1.1		2,382
Total	100.0%	$	212,647

Table of Contents

As of March 31, 2016, the aggregate fair value of the securitized debt issued by the consolidated VIE was $10.4 million which is classified as Securitized debt, at fair value on the Company s Consolidated Balance sheets. The cost of financing the securitized debt is approximately 8.9%.

Unconsolidated VIEs

As of March 31, 2016 and December 31, 2015, the Company had three investments in VIEs where it was not the primary beneficiary, and accordingly, the VIEs were not consolidated in the Company s consolidated financial statements. As of March 31, 2016 and December 31, 2015, the Company s maximum exposure to loss from these investments did not exceed the sum of the $56.9 million and $58.2 million carrying value of the investments, respectively, which are classified in Mortgage-backed securities and other securities, at fair value on the Company s Consolidated Balance sheets.

Note 6 Borrowings under Repurchase Agreements

As of March 31, 2016, the Company had master repurchase agreements with 27 counterparties. As of March 31, 2016, the Company had borrowings under repurchase agreements with 20 counterparties. The following tables summarize certain characteristics of the Company s repurchase agreements at March 31, 2016 and December 31, 2015 (dollars in thousands):

		March 31, 2016	
Securities Pledged	**Repurchase Agreement Borrowings**	**Weighted Average Interest Rate on Borrowings Outstanding at end of period**	**Weighted Average Remaining Maturity (days)**
Agency RMBS	$ 1,591,880	0.75%	38
Non-Agency RMBS	295,369	2.21%	52
Agency and Non-Agency CMBS	318,146	2.12%	34
Whole-Loans and securitized commercial loan(1)	170,788	2.46%	8
Other securities	26,946	2.68%	11
Borrowings under repurchase agreements, net	$ 2,403,129	1.25%	36

(1) Repurchase agreement borrowings on Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

		December 31, 2015	
Securities Pledged	**Repurchase Agreement Borrowings**	**Weighted Average Interest Rate on Borrowings Outstanding at end of period**	**Weighted Average Remaining Maturity (days)**

Agency RMBS	$	1,601,713	0.66%	41
Non-Agency RMBS		380,177	1.91%	44
Agency and Non-Agency CMBS		356,369	1.84%	35
Whole-Loans and securitized commercial loan(1)		180,892	2.38%	26
Other securities		66,650	2.33%	60
Borrowings under repurchase agreements		2,585,801	1.17%	38
Less unamortized debt issuance cost		134	N/A	N/A
Borrowings under repurchase agreements, net	$	2,585,667	1.17%	38

(1) Repurchase agreement borrowings on Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

For the three months ended March 31, 2016 and December 31, 2015, the Company had average borrowings under its repurchase agreements of approximately $2.4 billion and $2.8 billion, respectively, had a maximum month-end balance during the periods of approximately $2.4 billion and $3.0 billion, respectively. The Company had accrued interest payable at March 31, 2016 and December 31, 2015 of approximately $3.2 million and $3.0 million, respectively. In addition, at March 31, 2016, the Company had not entered into any repurchase agreement borrowings which settled subsequent to March 31, 2016.

The repurchase agreements bear interest at a contractually agreed-upon rate and typically have terms ranging from one month to three months. The Company s repurchase agreement borrowings are accounted for as secured borrowings when the Company maintains effective control of the financed assets. Under the repurchase agreements, the respective counterparties retain the right to determine the fair value of the underlying collateral. A reduction in the value of pledged assets requires the Company to post additional securities as collateral, pay down borrowings or establish cash margin accounts with the counterparties in order to re-establish the agreed-upon collateral requirements, and is referred to as a margin call. The inability of the Company to post adequate collateral for a margin call by a counterparty, in a timeframe as short as the close of the same business day, could result in a condition of default under the Company s repurchase agreements, thereby enabling the counterparty to liquidate the collateral pledged by the Company, which may have a material adverse effect on the Company s financial position, results of operations and cash flows. During 2015, the Company also rehypothecated pledged U.S. Treasury securities it received from its repurchase agreement and interest rate swap counterparties as incremental collateral in order to increase the Company s cash position. The maximum amount of repurchase borrowings for the rehypothecated U.S. Treasury securities was $0 and $530 thousand during the three months ended March 31, 2016 and March 31, 2015, respectively. At March 31, 2016 and March 31, 2015, the Company did not have any rehypothecated U.S. Treasury securities.

Volatility in the mortgage markets may create additional stress on the overall liquidity of the Company due to the long-term nature of its assets and the short-term nature of its liabilities. In an instance of severe volatility, or where the additional stress on liquidity resulting from volatility is sustained over an extended period of time, the Company could be required to sell assets, possibly even at a loss, to generate sufficient liquidity to satisfy collateral and margin requirements which could have a material adverse effect on the Company s financial position, results of operations and cash flows. The majority of the Company s repurchase agreement counterparties are either U.S. financial institutions or the U.S. broker-dealer subsidiaries of foreign financial institutions.

Further, if the Company is unable to renew, replace or expand repurchase financing with other sources of financing on substantially similar terms it may have a material adverse effect on the Company s financial position, results of operations and cash flow, due to the long term nature of the Company s investments and relatively short-term maturities of the Company s repurchase agreements. Certain of the repurchase agreements provide the counterparty with the right to terminate the agreement if the Company does not maintain certain equity and leverage metrics, the most restrictive of which include a limit on leverage based on the composition of the Company s portfolio. The Company was in compliance with the terms of such financial tests as of March 31, 2016.

At March 31, 2016 and December 31, 2015, repurchase agreements collateralized by investments had the following remaining maturities:

(dollars in thousands)		**March 31, 2016**		**December 31, 2015(1)**
Overnight	$		$	
1 to 29 days		1,238,642		1,335,119
30 to 59 days		501,051		362,940
60 to 89 days		648,589		847,781
90 to 119 days		14,847		
Greater than or equal to 120 days				39,961
Total	$	2,403,129	$	2,585,801

(1) Excludes unamortized debt issuance costs of $134 thousand.

At March 31, 2016, the following table reflects amounts of collateral at risk under its repurchase agreements greater than 10% of the Company s equity with any counterparty (dollars in thousands):

	March 31, 2016		
Counterparty	Amount of Collateral at Risk, at fair value	Weighted Average Remaining Maturity (days)	Percentage of Stockholders Equity
Credit Suisse Securities (USA) LLC	$ 100,635	9	22.0%
RBC (Barbados) Trading Bank Corporation	100,608	43	22.0

Table of Contents

Note 7 Collateral Positions

The following tables summarize the Company s collateral positions, with respect to its borrowings under repurchase agreements, securitized debt, derivatives and clearing margin account at March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016		
	Assets Pledged- Fair Value	Accrued Interest	Fair Value of Assets Pledged and Accrued Interest
Assets pledged for borrowings under repurchase agreements:			
Agency RMBS	$ 1,663,353	$ 6,549	$ 1,669,902
Non-Agency RMBS	442,742	782	443,524
Agency and Non-Agency CMBS	433,752	2,821	436,573
Whole-Loans and securitized commercial loan(1)	214,525	1,634	216,159
Other securities	47,999	43	48,042
Cash (2)	19,540		19,540
Securitized commercial loan pledged for securitized debt	10,417	85	10,502
Cash collateral for derivatives (2):	260,931		260,931
Total	$ 3,093,259	$ 11,914	$ 3,105,173

(1) Whole-Loans and securitized commercial loan owned through trust certificates are pledged as collateral. The trust certificates are eliminated upon consolidation.

(2) Cash posted as collateral is included in Due from counterparties on the Company s Consolidated Balance Sheets.

	December 31, 2015		
	Assets Pledged- Fair Value	Accrued Interest	Fair Value of Assets Pledged and Accrued Interest
Assets pledged for borrowings under repurchase agreements:			
Agency RMBS	$ 1,658,865	$ 7,366	$ 1,666,231
Non-Agency RMBS	530,110	1,053	531,163
Agency and Non-Agency CMBS	487,643	3,291	490,934
Whole-Loans and securitized commercial loan(1)	232,538	1,750	234,288
Other securities	101,099	270	101,369
Cash (2)	38,300		38,300
Securitized commercial loan pledged for securitized debt	11,000	85	11,085
Cash collateral for derivatives (2):	211,263		211,263
Total	$ 3,270,818	$ 13,815	$ 3,284,633

(1) Whole-Loans and securitized commercial loan owned through trust certificates are pledged as collateral. The trust certificates are eliminated upon consolidation.

(2) Cash posted as collateral is included in Due from counterparties on the Company s Consolidated Balance Sheets.

A reduction in the value of pledged assets typically results in the repurchase agreement counterparties, derivative counterparties and clearing margin counterparty initiating a daily margin call. At March 31, 2016 and December 31, 2015, investments held by counterparties as security for repurchase agreements totaled approximately $2.8 billion and approximately $3.0 billion, respectively. Cash collateral held by counterparties at March 31, 2016 and December 31, 2015 was approximately $280.5 million and approximately $249.6 million, respectively. Cash posted by counterparties at March 31, 2016 and December 31, 2015, was approximately $12.7 million and approximately $10.0 million, respectively. In addition, at March 31, 2016 and December 31, 2015, the Company held securities with a fair value of approximately $577 thousand and $0, respectively, received as collateral from its repurchase agreement counterparties to satisfy margin requirements. The Company has the ability to repledge collateral received from its repurchase counterparties.

The Company has an obligation to return Agency RMBS pledged under reverse repurchase agreements accounted for as securities borrowing transaction which were subsequently sold by the Company with a fair value of $10.1 million as of March 31, 2016. The borrowed securities were collateral for payments made by the Company of $9.3 million, which are presented as a receivable under reverse repurchase agreements in the Consolidated Balance Sheets. The reverse repurchase agreements have a weighted average maturity of 18 days and a weighted average interest rate of 0.57%. The Company did not have any obligation to return securities received under reverse repurchase agreements as collateral at December 31, 2015.

Note 8 Derivative Instruments

The Company s derivatives currently include interest rate swaps, interest rate swaptions, futures contracts, TBAs, currency swaps and forwards, Agency and Non-Agency Interest-Only Strips that are classified as derivatives, and total return swaps.

Interest rate swaps and interest rate swaptions

The Company is exposed to certain risks arising from both its business operations and economic conditions. Specifically, the Company s primary source of debt funding is repurchase agreements and the Company enters into derivative financial instruments to manage exposure to variable cash flows on portions of its borrowings under those repurchase agreements. Since the interest rates on repurchase agreements typically change with market interest rates such as LIBOR, the Company is exposed to constantly changing interest rates, which accordingly affects cash flows associated with these rates on its borrowings. To mitigate the effect of changes in these interest rates, the Company enters into interest rate swap agreements, which help to mitigate the volatility in the interest rate exposures and their related cash flows. Interest rate swaps generally involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the interest rate swap without exchange of the underlying notional amount. Notwithstanding the foregoing, in order to manage its hedge position with regard to its liabilities, the Company on occasion will enter into interest rate swaps which involve the receipt of fixed-rate amounts from a counterparty in exchange for the Company making variable-rate payments over the life of the interest rate swap without exchange of the underlying notional amount. The Company also enters into forward starting swaps and interest rate swaptions to help mitigate the effects of changes in interest rates on a portion of its borrowings under repurchase agreements. Interest rate swaptions provide the Company the option to enter into an interest rate swap agreement for a predetermined notional amount, stated term and pay and receive interest rates in the future. On occasion the Company may enter into a MAC interest rate swap in which it may receive or make a payment at the time of entering such interest rate swap to compensate for the out of the market nature of such interest rate swap. Similar to all other interest rate swaps, these interest rate swaps are also subject to margin requirements as previously described.

While the Company has not elected to account for its interest rate swap derivative instruments as hedges under GAAP, it does not use interest rate swaps and swaptions for speculative purposes, but rather uses such instruments to manage interest rate risk and views them as economic hedges. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings together with periodic net interest settlement amounts.

Currency Swaps and Forwards

The Company has invested in and, in the future, may invest in additional securities which are denominated in a currency or currencies other than U.S. dollars. Similarly, it has and may in the future, finance such assets in a currency or currencies other than U.S. dollars. In order to mitigate the impact to the Company, the Company may enter into derivative financial instruments, including foreign currency swaps and foreign currency forwards, to manage fluctuations in the valuation between U.S. dollars and such foreign currencies. Foreign currency swaps involve the payment of a foreign currency at fixed interest rate on a fixed notional amount and the receipt of U.S. dollars at a fixed interest rate on a fixed notional amount. Foreign currency forwards provide for the payment of a fixed amount of a foreign currency in exchange for a fixed amount of U.S. dollars at a date certain in the future. The carrying value of foreign currency swaps and forwards is included in Derivative assets (liabilities), at fair value in the Consolidated Balance Sheets with changes in valuation included in Gain (loss) on derivative instruments, net in the Consolidated Statement of Operations.

Interest-Only Strips

The Company also invests in Interest-Only Strips. In determining the classification of its holdings of Interest-Only Strips, the Company evaluates the securities to determine if the nature of the cash flows has been altered from that of the underlying mortgage collateral. Generally, Interest-Only Strips for which the security represents a strip off of a mortgage pass through security will be considered a hybrid instrument classified as a MBS investment in the Consolidated Balance Sheets utilizing the fair value option. Alternatively, those Interest-Only Strips, for which the underlying mortgage collateral has been included into a structured security that alters the cash flows from the underlying mortgage collateral, are accounted for as derivatives at fair value with changes recognized in Gain (loss) on derivative instruments, net in the Consolidated Statements of Operations, along with any interest received. The carrying value of these Interest-Only Strips is included in Mortgage-backed securities and other securities, at fair value in the Consolidated Balance Sheets.

Table of Contents

To-Be-Announced Securities

The Company has also purchased or sold TBAs. As of March 31, 2016 and December 31, 2015, the Company had contracts to purchase (long position) and sell (short position) TBAs on a forward basis.

Futures Contracts

The Company also enters into Eurodollar, Volatility Index and U.S. Treasury futures. As of March 31, 2016, the Company had entered into contracts to buy (long position) U.S. Treasuries with a notional amount of $343.1 million, a fair value in a liability position of $1.8 million and an expiration date of June 2016. As of December 31, 2015, the Company had entered into contracts to buy (long position) U.S. Treasuries with a notional amount of $480.8 million, a fair value in a liability position of $635 thousand and an expiration date of March 2016.

Total Return Swap

In 2016, the Company has entered into a total return swap and in the future may continue to enter into these types of credit derivatives. This swap transfers the total return of the referenced asset, including interim cash flows and capital appreciation or depreciation from a specified price to the Company. The total return swap has a referenced asset which is a security collateralized by residential loans with a notional of 51.0 million. The Company receives interest from the referenced asset equal to EURIBOR plus 2.75% and is required to pay the counterparty EURIBOR plus 0.50% through June 23, 2019, with the spread decreasing to 0.25% through December 2019, with the spread further decreasing to 0% through the maturity date of the referenced asset in December 2020. The Company was required to post $9.7 million in cash collateral which is recorded in Due from counterparties in the Consolidated Balance Sheets.

The following tables summarize the Company s derivative instruments at March 31, 2016 and December 31, 2015 (dollars in thousands):

				March 31, 2016	
Derivative Instrument	**Accounting Designation**	**Consolidated Balance Sheets Location**	**Notional Amount**	**Fair Value, excluding accrued interest**	**Accrued Interest Payable (receivable)**
Interest rate swaps, assets	Non-Hedge	Derivative assets, at fair value	$ 4,011,800	$ 95,426	$ (11,946)
Interest rate swaptions, assets	Non-Hedge	Derivative assets, at fair value	105,000		
Foreign currency swaps, asset	Non-Hedge	Derivative assets, at fair value	11,560	2,599	(83)
Foreign currency forward contracts, asset	Non-Hedge	Derivative assets, at fair value	1,622	77	
TBA securities, assets	Non-Hedge	Derivative assets, at fair value	900,000	2,059	
Total derivative instruments, assets				100,161	(12,029)

Interest rate swaps, liability	Non-Hedge	Derivative liability, at fair value	5,333,800		(318,645)		16,725
Futures contract, liability	Non-Hedge	Derivative liability, at fair value	343,100		(1,794)		
Total return swaps - liability	Non-Hedge	Derivative liability, at fair value	55,764		(866)		(108)
Foreign currency forward contracts, liability	Non-Hedge	Derivative liability, at fair value	5,538		(256)		
TBA securities, liabilities	Non-Hedge	Derivative liability, at fair value	450,000		(826)		
Total derivative instruments, liabilities					(322,387)		16,617
Total derivative instruments				$	(222,226)	$	4,588

33

Table of Contents

Derivative Instrument	Accounting Designation	Consolidated Balance Sheets Location	Notional Amount	Fair Value, excluding accrued interest (December 31, 2015)	Accrued Interest Payable (receivable)
Interest rate swaps, assets	Non-Hedge	Derivative assets, at fair value	$ 2,808,700	$ 9,635	$ 1,287
Interest rate swaptions, assets	Non-Hedge	Derivative assets, at fair value	1,105,000	1,479	
Futures contract, asset	Non-Hedge	Derivative assets, at fair value	201,600	63	
Foreign currency swaps, asset	Non-Hedge	Derivative assets, at fair value	25,160	7,168	(398)
Foreign currency forward contracts, asset	Non-Hedge	Derivative assets, at fair value	5,825	302	
TBA securities, assets	Non-Hedge	Derivative assets, at fair value	1,650,000	3,268	
Total derivative instruments, assets				21,915	889
Interest rate swaps, liability	Non-Hedge	Derivative liability, at fair value	5,631,800	(178,305)	7,875
Futures contract, liability	Non-Hedge	Derivative liability, at fair value	279,200	(698)	
Foreign currency forward contracts, liability	Non-Hedge	Derivative liability, at fair value	7,671	(281)	
TBA securities, liabilities	Non-Hedge	Derivative liability, at fair value	825,000	(893)	
Total derivative instruments, liabilities				(180,177)	7,875
Total derivative instruments				$ (158,262)	$ 8,764

Interest Rate Swaps

The following tables summarize the average fixed pay rate and average maturity for the Company s interest rate swaps as of March 31, 2016 and December 31, 2015 (excludes interest rate swaptions) (dollars in thousands):

Remaining Interest Rate Swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Fixed Pay Rate	Average Maturity (Years)	Forward Starting
	March 31, 2016				
Greater than 1 year and less than 3 years	$ 980,900	$ (1,287)	1.1%	2.0	89.2%
Greater than 3 years and less than 5 years	2,011,200	(57,781)	1.9	4.6	33.8
Greater than 5 years	2,654,600	(255,837)	2.6	9.6	4.1
Total	$ 5,646,700	$ (314,905)	2.1%	6.5	29.5%

December 31, 2015

Remaining Interest Rate Swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Fixed Pay Rate	Average Maturity (Years)	Forward Starting

1 year or less	$	1,286,000	$	163	0.6%	0.6	%
Greater than 1 year and less than 3 years		1,131,800		(1,450)	1.1	1.4	
Greater than 3 years and less than 5 years		1,345,200		(22,705)	2.1	4.6	
Greater than 5 years		2,404,600		(131,744)	2.8	10.2	29.5
Total	$	6,167,600	$	(155,736)	1.9%	5.4	11.5%

The Company has entered into swaps to effectively fix the interest rate (for the life of the swap); net of variable-rate payment swaps, of approximately $282.8 million of borrowings under its repurchase agreements, excluding forward starting swaps of approximately $1.7 billion.

Table of Contents

The following tables summarize the average variable pay-rate and average maturity for the Company s interest rate swaps as of March 31, 2016 and December 31, 2015 (excludes interest rate swaptions) (dollars in thousands):

	March 31, 2016				
Remaining Interest Rate interest rate swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Variable Pay Rate	Average Maturity (Years)	Forward Starting
Greater than 3 years and less than 5 years	$ 1,998,600	$ 25,321	0.6%	4.5	%
Greater than 5 years	1,700,300	66,365	0.6	10.5	
Total	$ 3,698,900	$ 91,686	0.6%	7.2	%

	December 31, 2015				
Remaining Interest Rate interest rate swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Variable Pay Rate	Average Maturity (Years)	Forward Starting
Greater than 3 years and less than 5 years	$ 1,170,700	$ (8,902)	0.4%	4.5	%
Greater than 5 years	1,102,200	(4,032)	0.4	12.3	
Total	$ 2,272,900	$ (12,934)	0.4%	8.2	%

The Company s agreements with certain of its bilateral interest rate swap counterparties may be terminated at the option of the counterparty, and settled at fair value, if the Company does not maintain certain equity and leverage metrics. The most restrictive of which contain provisions which become more restrictive based upon portfolio composition. Through March 31, 2016, the Company was in compliance with the terms of such financial tests.

Interest Rate Swaptions

The following tables present information about the Company s interest rate swaptions as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016			
	Option		Underlying Swap	
Fixed-Pay Rate for Underlying Swap	Fair Value	Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
2.26 2.50%	$	2.8	$ 105,000	1.0
	$	2.8	$ 105,000	1.0

	December 31, 2015	
	Option	Underlying Swap
Fixed-Pay Rate for Underlying Swap	Fair Value	

		Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
1.76 2.00%	$ 890	2.1	$ 400,000	5.0
2.01 2.25%	129	2.1	100,000	5.0
2.26 2.50%	1	5.8	105,000	1.0
	$ 1,020	2.7	$ 605,000	4.3

	December 31, 2015			
	Option		Underlying Swap	
Variable-Pay Rate for Underlying Swap	Fair Value	Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
1.26 1.50%	$ 459	2.1	$ 500,000	5.0
	$ 459	2.1	$ 500,000	5.0

Table of Contents

Derivative Collateral

The Company has minimum collateral posting thresholds with certain of its derivative counterparties, including with its clearing broker for cleared swaps, for which it typically pledges cash. During 2015, the Company rehypothecated some of the U.S. Treasury securities it received as incremental collateral on its repurchase borrowings, swaps and swaptions, effectively entering into repurchase agreements with such securities, in order to increase its cash position. The maximum amount of repurchase borrowings for the rehypothecated U.S. Treasury securities was $0 and $530 thousand during the three months ended March 31, 2016 and March 31, 2015, respectively. At March 31, 2016, no U.S. Treasury securities were rehypothecated. As of March 31, 2016 and December 31, 2015, the Company had cash pledged as collateral for derivatives of approximately $260.9 million and approximately $211.3 million, respectively, which is reported in the Consolidated Balance Sheets as Due from counterparties. The Company held cash of approximately $3.8 million and approximately $9.4 million as collateral against derivatives at March 31, 2016 and December 31, 2015, respectively, which is reported in the Consolidated Balance Sheets as Due to counterparties.

As of March 31, 2016, the Company has swaps with two counterparties that are based in England and Switzerland, with fair values an asset position of approximately $2.7 million and with fair values in a liability position of approximately $2.4 million and notional balances of $11.6 million and $123.9 million, respectively. As of December 31, 2015, the Company has swaps with two counterparties that are based in England and Switzerland, with fair values in an asset position of approximately $7.6 million and with fair values in a liability position of approximately $183 thousand and notional balances of $25.2 million and $123.9 million, respectively. Included in the $260.9 million and $211.3 million pledged by the Company is cash pledged to the counterparty based in Switzerland of $3.3 million and $1.4 million at March 31, 2016 and December 31, 2015, respectively. Included in the $3.8 million and $9.4 million received by the Company is cash posted as collateral by the counterparty based in England of approximately $2.8 million and $7.4 million at March 31, 2016 and December 31, 2015, respectively.

Foreign Currency Forwards and Swaps

The following is a summary of the Company s foreign currency forwards at March 31, 2016 and December 31, 2015 (dollars and euros in thousands):

	March 31, 2016					
Derivative Type	**Notional Amount**		**Notional (USD Equivalent)**	**Maturity**	**Fair Value**	
Buy EUR/Sell USD currency forward	1,490	$	1,622	April 2016	$	77
Currency forwards, assets	1,490	$	1,622	n/a	$	77
Buy USD/Sell EUR currency forward	5,083	$	5,538	April 2016	$	(256)
Currency forwards, liabilities	5,083	$	5,538	n/a	$	(256)
Total currency forwards	6,573	$	7,160	n/a	$	(179)

	December 31, 2015			
Derivative Type	**Notional Amount**	**Notional (USD Equivalent)**	**Maturity**	**Fair Value**
Buy USD/Sell EUR currency forward	5,083	5,825	January 2016	$ 302
Currency forwards, assets	5,083	$ 5,825	n/a	$ 302
Buy EUR/Sell USD currency forward	6,800	$ 7,671	January 2016	$ (281)
Currency forwards, liabilities	6,800	$ 7,671	n/a	$ (281)
Total currency forwards	11,883	$ 13,496	n/a	$ 21

The following is a summary of the Company s foreign currency swaps with a fair value of $2.6 million and $7.2 million at March 31, 2016 and December 31, 2015, respectively (dollars and euros in thousands):

	March 31, 2016				
	Date entered	**Maturity**	**Fixed Rate**	**Denomination**	**Notional Amount**
Payer	June 2014	July 2024	7.25%	EUR	8,500
Receiver	June 2014	July 2024	9.005%	USD	11,560

	December 31, 2015				
	Date entered	**Maturity**	**Fixed Rate**	**Denomination**	**Notional Amount**
Payer	June 2014	July 2024	7.25%	EUR	18,500
Receiver	June 2014	July 2024	9.005%	USD	25,160

Table of Contents

To- Be- Announced Securities

The following table presents additional information about the Company s contracts to purchase and sell TBAs for the three months ended March 31, 2016 (dollars in thousands):

	Notional Amount as of December 31, 2015	Additions	Settlement, Termination, Expiration or Exercise	Notional Amount as of March 31, 2016
Purchase of TBAs	$ 1,650,000	$ 2,550,000	$ (3,300,000)	$ 900,000
Sale of TBAs	$ 825,000	$ 2,925,000	$ (3,300,000)	$ 450,000

Gain (loss) on derivative instruments

The below tables summarize the effects of the Company s derivative instruments, including Agency and Non-Agency Interest-Only Strips characterized as derivatives and TBAs, reported in Gain (loss) on derivative instruments, net in the Consolidated Statements of Operations for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

	Three months ended March 31, 2016				
Description	**Realized Gain (Loss), net**	**Contractual interest income (expense), net(1)**	**Return (Recovery) of Basis**	**Mark-to-market adjustments**	**Total**
Interest rate swaps	$ (3,605)	$ (8,595)	$ 167	$ (54,248)	$ (66,281)
Interest rate swaptions	(712)			1,309	597
Agency and Non-Agency Interest-Only Strips accounted for as derivatives	300	4,146	(3,383)	(3,679)	(2,616)
Options	4,756				4,756
Futures contracts	14,316			(1,159)	13,157
Foreign currency forwards	(28)			(200)	(228)
Foreign currency swaps	3,942	113		(4,569)	(514)
Total return swaps	8	221		(866)	(637)
TBAs	7,739			(1,143)	6,596
Total	$ 26,716	$ (4,115)	$ (3,216)	$ (64,555)	$ (45,170)

	Three months ended March 31, 2015				
Description	**Realized Gain (Loss), net**	**Contractual interest income (expense), net(1)**	**Return (Recovery) of Basis**	**Mark-to-market adjustments**	**Total**
Interest rate swaps	$ (1,049)	$ (1,784)	$ 371	$ (53,205)	$ (55,667)
Interest rate swaptions	713			(873)	(160)
Agency and Non-Agency Interest-Only Strips accounted for as	(2)	5,654	(4,478)	(2,395)	(1,221)

derivatives					
Futures contracts				(74)	(74)
Foreign currency forwards	646			(1,195)	(549)
Foreign currency swaps		216		4,356	4,572
TBAs	7,448			(2,651)	4,797
Total	$ 7,756	$ 4,086	$ (4,107)	$ (56,037)	$ (48,302)

(1) Contractual interest income (expense), net on derivative instruments includes interest settlement paid or received.

Table of Contents

Note 9 Offsetting Assets and Liabilities

The following tables present information about certain assets and liabilities that are subject to master netting agreements (or similar agreements) and can potentially be offset on the Company s Consolidated Balance Sheets at March 31, 2016 and December 31, 2015:

Offsetting of Derivative Assets and Reverse Repurchase Agreements As of March 31, 2016

$s in thousands Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments (1)	Gross Amounts Not Offset in the Consolidated Balance Sheets: Cash Collateral Received	Net Amount
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives included in MBS	$ 48,995	$	$ 48,995	$ (44,375)	$	$ 4,620
Derivative asset, at fair value(2)	100,161		100,161	(96,330)	(2,909)	922
Receivable under reverse repurchase agreements	9,307		9,307	(9,307)		
Total	$ 158,463	$	$ 158,463	$ (150,012)	$ (2,909)	$ 5,542

Offsetting of Derivative Liabilities and Repurchase Agreements As of March 31, 2016

$s in thousands Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments (1)	Gross Amounts Not Offset in the Consolidated Balance Sheets: Cash Collateral Pledged(1)	Net Amount
Derivative liability, at fair value(2)(3)	$ 322,387	$	$ 322,387	$ (96,330)	$ (225,877)	$ 180
Repurchase Agreements(4)	2,403,129		2,403,129	(2,403,129)		
	$ 2,725,516	$	$ 2,725,516	$ (2,499,459)	$ (225,877)	$ 180

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(1) Amounts disclosed in the Financial Instruments column of the tables above represent securities, Whole-Loans and securitized commercial loan collateral pledged and derivative assets that are available to be offset against liability balances associated with repurchase agreement and derivative liabilities. Amounts disclosed in the Cash Collateral Pledged column of the tables above represents amounts pledged as collateral against derivative transactions.

(2) Derivative asset, at fair value and Derivative liability, at fair value includes interest rate swaps, interest rate swaptions, mortgage put options, currency forwards, futures contracts, foreign currency swaps, total return swaps and

TBAs.

(3) Cash collateral pledged against the Company s derivative counterparties was approximately $260.9 million as of March 31, 2016.

(4) The fair value of investments pledged against the Company s repurchase agreements was approximately $2.8 billion as of March 31, 2016.

Table of Contents

Offsetting of Derivative Assets As of December 31, 2015

$s in thousands Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments (1)	Gross Amounts Not Offset in the Consolidated Balance Sheets: Cash Collateral Received	Net Amount
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives included in MBS	$ 59,987	$	$ 59,987	$ (55,372)	$	$ 4,615
Derivative asset, at fair value(2)	21,915		21,915	(10,177)	(8,647)	3,091
Total	$ 81,902	$	$ 81,902	$ (65,549)	$ (8,647)	$ 7,706

Offsetting of Derivative Liabilities and Repurchase Agreements As of December 31, 2015

$s in thousands Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments (1)	Gross Amounts Not Offset in the Consolidated Balance Sheets: Cash Collateral Pledged(1)	Net Amount
Derivative liability, at fair value(2)(3)	$ 180,177	$	$ 180,177	$ (10,177)	$ (169,887)	$ 113
Repurchase Agreements(4)	2,585,801		2,585,801	(2,585,801)		
	$ 2,765,978	$	$ 2,765,978	$ (2,595,978)	$ (169,887)	$ 113

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(1) Amounts disclosed in the Financial Instruments column of the tables above represent securities, Whole-Loans and securitized commercial loan collateral pledged and derivative assets that are available to be offset against liability balances associated with repurchase agreement and derivative liabilities. Amounts disclosed in the Cash Collateral Pledged column of the tables above represents amounts pledged as collateral against derivative transactions.

(2) Derivative asset, at fair value and Derivative liability, at fair value includes interest rate swaps, interest rate swaptions, mortgage put options, currency forwards, futures contracts, foreign currency swaps and TBAs.

(3) Cash collateral pledged against the Company s derivative counterparties was approximately $211.3 million as of December 31, 2015.

(4) The fair value of investments pledged against the Company s repurchase agreements was approximately $3.0 billion as of December 31, 2015.

Certain of the Company s repurchase agreement and derivative transactions are governed by underlying agreements that generally provide for a right of setoff in the event of default or in the event of a bankruptcy of either party to the transaction.

Table of Contents

Note 10 Related Party Transactions

Management Agreement

In connection with the Company s IPO in May 2012, the Company entered into a management agreement (the Management Agreement) with the Manager, which describes the services to be provided by the Manager and compensation for such services. The Manager is responsible for managing the Company s operations, including: (i) performing all of its day-to-day functions; (ii) determining investment criteria in conjunction with the Board of Directors; (iii) sourcing, analyzing and executing investments, asset sales and financings; (iv) performing asset management duties; and (v) performing financial and accounting management, subject to the direction and oversight of the Company s Board of Directors. Pursuant to the terms of the Management Agreement, the Manager is paid a management fee equal to 1.50% per annum of the Company s stockholders equity (as defined in the Management Agreement), calculated and payable (in cash) quarterly in arrears. For purposes of calculating the management fee, stockholders equity means the sum of the net proceeds from any issuances of the Company s equity securities since inception (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus retained earnings, calculated in accordance with 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 paid for repurchases of the Company s shares of common stock, excluding any unrealized gains, losses or other non-cash items, including OTTI charges; unrealized gain (loss), net; and the non-cash portion of gain (loss) on derivative instruments, that have impacted stockholder s equity as reported in the Company s consolidated financial statements prepared in accordance with GAAP, regardless of whether such items are included in other comprehensive income or loss, or in net income, and excluding one-time events pursuant to changes in GAAP and certain other non-cash charges after discussions between the Manager and the Company s independent directors and after approval by a majority of the Company s independent directors. However, if the Company s stockholders equity for any given quarter is negative based on the calculation described above, the Manager will not be entitled to receive any management fee for that quarter.

In addition, the Company may be required to reimburse the Manager for certain expenses as described below, and shall reimburse the Manager for the compensation paid to the Company s CFO and controller. Expense reimbursements to the Manager are made in cash on a regular basis. The Company s reimbursement obligation is not subject to any dollar limitation. Because the Manager s personnel perform certain legal, accounting, due diligence tasks and other services that outside professionals or outside consultants otherwise would perform, the Manager may be paid or reimbursed for the documented cost of performing such tasks, provided that such costs and reimbursements are in amounts which are no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm s-length basis.

The Management Agreement may be amended, supplemented or modified by agreement between the Company and the Manager. The Management Agreement expires on May 16, 2017. It is automatically renewed for one-year terms on each May 15th unless previously terminated as described below. The Company s independent directors review the Manager s performance and any fees payable to the Manager annually and, the Management Agreement may be terminated annually upon the affirmative vote of at least two-thirds (2/3) of the Company s independent directors, based upon: (i) the Manager s unsatisfactory performance that is materially detrimental to the Company; or (ii) the Company s determination that any fees payable to the Manager are not fair, subject to the Manager s right to prevent such termination due to unfair fees by accepting a reduction of management fees agreed to by at least two-thirds (2/3) of the Company s independent directors. The Company will provide the Manager 180 days prior notice of any such termination. Unless terminated for cause, the Company will pay the Manager a termination fee equal to three times the average annual management fee earned by the Manager during the prior 24-month period immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination.

The Company may also terminate the Management Agreement at any time, without the payment of any termination fee, with 30 days prior written notice from the Company s Board of Directors for cause, which will be determined by at least two-thirds (2/3) of the Company s independent directors, which is defined as: (i) the Manager s continued material breach of any provision of the Management Agreement (including the Manager s failure to comply with the Company s investment guidelines); (ii) the Manager s fraud, misappropriation of funds, or embezzlement against the Company; (iii) the Manager s gross negligence in the performance of its duties under the Management Agreement; (iv) the occurrence of certain events with respect to the bankruptcy or insolvency of the Manager, including an order for relief in an involuntary bankruptcy case or the Manager authorizing or filing a voluntary bankruptcy petition; (v) the Manager is convicted (including a plea of nolo contendere) of a felony; or (vi) the dissolution of the Manager.

For the three months ended March 31, 2016 and March 31, 2015, the Company incurred approximately $2.8 million and approximately $2.7 million in management fees, respectively.

In addition to the management fee, the Company is also responsible for reimbursing the Manager for certain expenses paid by the Manager on behalf of the Company as defined in the Management Agreement. For the three months ended March 31, 2016 and March 31, 2015, the Company recorded expenses included in general and administrative expense totaling approximately $72 thousand and approximately $137 thousand, respectively, related to reimbursable employee costs. Any such expenses incurred by the Manager and reimbursed by the Company, including the employee compensation expense, are typically included in the Company s general and administrative expense on its Consolidated Statements of Operations, or may be reflected in the Consolidated Balance Sheets and associated Consolidated Statement of Changes in Stockholders Equity, based on the nature of the item. At March 31, 2016 and December 31, 2015, approximately $2.8 million and approximately $2.7 million, respectively for management fees incurred but not yet paid was included in Payable to related party in the Consolidated Balance Sheets. In addition, at March 31, 2016 and December 31, 2015, approximately $349 thousand and approximately $277 thousand, respectively of reimbursable costs incurred but not yet paid was included in Payable to related party in the Consolidated Balance Sheets.

Table of Contents

Securitized debt

At March 31, 2016, the Company had securitized debt related to the consolidated VIEs, with a balance of $11.0 million (and a fair value of $10.4 million) which was held by an affiliate. The securitized debt of the VIEs can only be settled with the commercial loans that serve as collateral of the VIE and has non-recourse to the Company.

Note 11 Share-Based Payments

In conjunction with the Company s IPO and concurrent private placement, the Company s Board of Directors approved the Western Asset Mortgage Capital Corporation Equity Plan (the Equity Plan) and the Western Asset Manager Equity Plan (the Manager Equity Plan and collectively the Equity Incentive Plans). The Equity Incentive Plans include provisions for grants of restricted common stock and other equity-based awards to the Manager, its employees and employees of its affiliates and to the Company s directors, officers and employees. The Company can issue up to 3.0% of the total number of issued and outstanding shares of its common stock (on a fully diluted basis) at the time of each award (other than any shares previously issued or subject to awards made pursuant to one of the Company s Equity Incentive Plans) under these Equity Incentive Plans. At May 15, 2012, there were 308,335 shares of common stock initially reserved for issuance under the Equity Incentive Plans. Upon the completion of the October 3, 2012 follow-on common stock offering, the stock portion of the Company s dividend declared December 19, 2013, and the April 9, 2014 follow-on offering (which includes the partial exercise of the greenshoe on May 7, 2014) and private placement of common stock, the number of shares of common stock available for issuance under the Equity Incentive Plans increased to 1,237,711, inclusive of 664,838 shares of restricted stock granted and 24,276 shares of restricted stock issued as a result of the stock portion of the dividend declared on December 19, 2013 and restricted stock attributed to dividends on restricted stock under the Director Deferred Fee Plan. As of March 31, 2016, 548,597 shares remained available for issuance under the Equity Incentive Plans.

The Company made the following grants under the Equity Plan for the three months ended March 31, 2016 and the year ended December 31, 2015:

On March 1, 2015, the Company granted 200,000 shares of restricted common stock to the Manager under the Manager Equity Plan. One-third of the shares vested on March 1, 2016, one-third will vest on March 1, 2017 and the remaining one-third will vest on March 1, 2018.

On June 4, 2015, the Company granted a total of 10,500 (2,625 each) of restricted common stock under the Equity Plan to the Company s four independent directors. These restricted shares will vest in full on June 4, 2016, the first anniversary of the grant date. Each of the independent directors has elected to defer the shares granted to him under the Company s Director Deferred Fee Plan (the Director Deferred Fee Plan). The Director Deferred Fee Plan permits eligible members of the Company s board of directors to defer certain stock awards made under its director compensation programs. The Director Deferred Fee Plan allows directors to defer issuance of their stock awards and therefore defer payment of any tax liability until the deferral is terminated, pursuant to the election form executed each year by each eligible director.

On December 8, 2015 the Company s chief financial officer passed away and the board of directors approved the accelerated vesting of 13,980 shares of restricted common stock.

During the three months ended March 31, 2016 and March 31, 2015, 188,184 and 134,263 restricted common shares vested, respectively, including shares whose issuance has been deferred under the Director Deferred Fee Plan. The Company recognized stock-based compensation expense of approximately $572 thousand and approximately $679 thousand for the three months ended March 31, 2016 and March 31, 2015, respectively. In addition, the Company had unamortized compensation expense of $27 thousand for equity awards and approximately $1.9 million for liability awards and $67 thousand for equity awards and approximately $2.4 million for liability awards at March 31, 2016 and December 31, 2015, respectively.

Table of Contents

All restricted common shares granted, other than those whose issuance has been deferred pursuant to the Director Deferred Fee Plan, possess all incidents of ownership, including the right to receive dividends and distributions currently, and the right to vote. Dividend equivalent payments otherwise allocable to restricted common shares under the Deferred Compensation Plan are deemed to purchase additional phantom shares of the Company s common stock that are credited to each participant s deferral account. The award agreements include restrictions whereby the restricted shares cannot be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of prior to the lapse of restrictions under the respective award agreement. The restrictions lapse on the unvested restricted shares awarded when vested, subject to the grantee s continuing to provide services to the Company as of the vesting date. Unvested restricted shares and rights to dividends thereon are forfeited upon termination of the grantee.

The following is a summary of restricted common stock vesting dates as of March 31, 2016 and December 31, 2015, including shares whose issuance has been deferred under the Director Deferred Fee Plan:

Vesting Date	**March 31, 2016 Shares Vesting**	**December 31, 2015 Shares Vesting**
March 2016		188,184
June 2016	12,248	11,528
March 2017	133,334	133,334
March 2018	66,667	66,667
	212,249	399,713

The following table presents information with respect to the Company s restricted stock for the three months ended March 31, 2016 including shares whose issuance has been deferred under the Director Deferred Fee Plan:

	Shares of Restricted Stock		**Weighted Average Grant Date Fair Value (1)**
Outstanding at beginning of period	688,394	$	17.39
Granted (2)	720		9.31
Cancelled/forfeited			
Outstanding at end of period	689,114	$	17.38
Unvested at end of period	212,249	$	15.38

(1) The grant date fair value of restricted stock awards is based on the closing market price of the Company s common stock at the grant date.

(2) Included in Granted are restricted stock attributed to dividends on restricted stock under the Director Deferred Fee Plan of 720 shares.

Note 12 Stockholders Equity

Warrants

On May 9, 2012, the Company entered into agreements with certain institutional investors to sell 2,231,787 warrant units. Each warrant unit consists of one share of the Company s common stock and a warrant to purchase 0.5 of a share of the Company s common stock, subject to adjustment. As of March 31, 2016, the adjusted exercise price of the warrants was $16.70 and there were a total of 1,232,916 warrant shares purchasable. The warrants expire on May 15, 2019.

Share Repurchase Program

On February 25, 2016, the Board of Directors of the Company reauthorized its repurchase program of up to 2,050,000 shares of its common stock through December 31, 2017. The original authorization expired on December 31, 2015. Purchases made pursuant to the program will be made in the open market, in privately negotiated transactions, or pursuant to any trading plan that may be adopted in accordance with Rules 10b5-1 and 10b-18 of the Securities and Exchange Commission. The authorization does not obligate the Company to acquire any particular amount of common shares and the program may be suspended or discontinued at the Company s discretion without prior notice. The timing, manner, price and amount of any repurchases will be determined by the Company in its discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The Company has not repurchased any shares of common stock pursuant to the authorization as of March 31, 2016.

Table of Contents

Dividends

The following table presents cash dividends declared and paid by the Company on its common stock:

Declaration Date	Record Date	Payment Date	Amount per Share		Tax Characterization
2016					
March 24, 2016	April 4, 2016	April 26, 2016	$	0.45	Not yet determined
2015					
December 17, 2015	December 28, 2015	January 26, 2016	$	0.58	Ordinary income
September 24, 2015	October 5, 2015	October 27, 2015	$	0.60	Ordinary income
June 18, 2015	June 29, 2015	July 28, 2015	$	0.64	Ordinary income
March 26, 2015	April 6, 2015	April 28, 2015	$	0.67	Ordinary income
2014					
December 18, 2014	December 29, 2014	January 27, 2015	$	0.70	Ordinary income
September 23, 2014	October 3, 2014	October 28, 2014	$	0.70	Ordinary income
June 19, 2014	June 30, 2014	July 29, 2014	$	0.67	Ordinary income
March 20, 2014	March 31, 2014	April 29, 2014	$	0.67	Ordinary income
2013					
April 1, 2013	April 12, 2013	April 30, 2013	$	0.95	Ordinary income
June 20, 2013	July 1, 2013	July 29, 2013	$	0.90	Ordinary income
September 19, 2013	September 30, 2013	October 29, 2013	$	0.90	Ordinary income
December 19, 2013	December 30, 2013	January 28, 2014	$	2.35(1)	Ordinary income

(1) Consisting of cash and stock. For stockholders who elected to receive the entire $2.35 per share dividend in stock, each stockholder received 0.1590 shares in newly issued common stock for each common share that they held as of the dividend record date. For stockholders who elected to receive the dividend in cash, or did not make an election, each stockholder received $0.9159 per share in cash and 0.0970 shares in newly issued common stock for each common share that they held as of the dividend record date.

Note 13 Net Income (Loss) per Common Share

The table below presents basic and diluted net income (loss) per share of common stock using the two-class method for the three months ended March 31, 2016 and March 31, 2015 (dollars, other than shares and per share amounts, in thousands):

	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Numerator:		

Net income (loss) attributable to common stockholders and participating securities for basic and diluted earnings per share	$	(36,304)	$	14,146
Less:				
Dividends and undistributed earnings allocated to participating securities		159		259
Net income (loss) allocable to common stockholders basic and diluted	$	(36,463)	$	13,887
Denominator:				
Weighted average common shares outstanding for basic earnings per share		41,595,723		41,417,932
Weighted average diluted shares outstanding (warrants)				
Weighted average common shares outstanding for diluted earnings per share		41,595,723		41,417,932
Basic earnings per common share	$	(0.88)	$	0.34
Diluted earnings per common share	$	(0.88)	$	0.34

Table of Contents

For the three months ended March 31, 2016 and March 31, 2015, the Company excluded the effects of the warrants from the computation of diluted earnings per share since the average market value per share of the Company s common stock was below the exercise price of the warrants.

Note 14 Income Taxes

As a REIT, the Company is not subject to federal income tax to the extent that it makes qualifying distributions to its stockholders and satisfies on a continuing basis, through actual investment and operating results, the REIT requirements including certain asset, income and stock ownership tests.

Based on the Company s analysis of any potential uncertain income tax positions, the Company concluded that it does not have any uncertain tax positions that meet the recognition or measurement criteria as of March 31, 2016. The Company files U.S. federal and state income tax returns. As of March 31, 2016, tax returns filed by the Company for 2014, 2013 and 2012 are open for examination pursuant to relevant statutes of limitation. In the event that the Company incurs income tax related interest and penalties, the Company s policy is to classify them as a component of its provision for income taxes.

Subject to the limitation under the REIT asset test rules, the Company is permitted to own up to 100% of the stock of one or more TRS. Currently, the Company owns one TRS that is taxable as a corporation and is subject to federal, state and local income tax on its net income at the applicable corporate rates. The TRS, which was formed in Delaware on July 28, 2014, is a limited liability company and a wholly-owned subsidiary of the Company. As of March 31, 2016, the cumulative taxable loss of the TRS was de-minimis. As there can be no certainty that the TRS will have taxable income in the future, no tax benefit was included in these consolidated financial statements.

Note 15 Contingencies

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. Management is not aware of any material contingencies at March 31, 2016.

Table of Contents

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

FORWARD-LOOKING INFORMATION

The Company makes forward-looking statements herein and will make forward-looking statements in future filings with the Securities and Exchange Commission (the SEC), press releases or other written or oral communications within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). For these statements, the Company claims the protections of the safe harbor for forward-looking statements contained in such sections. Forward-looking statements are subject to substantial risks and uncertainties, many of which are difficult to predict and are generally beyond the Company s control. These forward-looking statements include information about possible or assumed future results of the Company s business, financial condition, liquidity, results of operations, plans and objectives. When the Company uses the words believe, expect, anticipate, estimate, plan, continue, intend, should, may or similar expressions, the Company in identify forward-looking statements. Statements regarding the following subjects, among others, may be forward-looking: market trends in the Company s industry, interest rates, real estate values, the debt securities markets, the U.S. housing and the U.S. and foreign commercial real estate markets or the general economy or the market for residential and/or commercial mortgage loans; the Company s business and investment strategy; the Company s projected operating results; actions and initiatives of the U.S. Government and changes to U.S. Government policies and the execution and impact of these actions, initiatives and policies; the state of the U.S. and to a lesser extent, international economy generally or in specific geographic regions; economic trends and economic recoveries; the Company s ability to obtain and maintain financing arrangements, including securitizations; the current potential return dynamics available in residential mortgage-backed securities (RMBS), and commercial mortgage-backed securities (CMBS and collectively with RMBS, MBS); the level of government involvement in the U.S. mortgage market; the anticipated default rates on Agency and Non-Agency MBS (as defined herein); the loss severity on Non-Agency MBS; the return of the Non-Agency RMBS, CMBS and asset-backed securities (ABS) securitization markets; the general volatility of the securities markets in which the Company participates; changes in the value of the Company s assets; the Company s expected portfolio of assets; the Company s expected investment and underwriting process; interest rate mismatches between the Company s target assets and any borrowings used to fund such assets; changes in interest rates and the market value of the Company s target assets; changes in prepayment rates on the Company s target assets; effects of hedging instruments on the Company s target assets; rates of default or decreased recovery rates on the Company s target assets; the degree to which the Company s hedging strategies may or may not protect the Company from interest rate and foreign currency volatility; the impact of and changes in governmental regulations, tax law and rates, accounting guidance and similar matters; the Company s ability to maintain the Company s qualification as a real estate investment trust for U.S. federal income tax purposes; the Company s ability to maintain its exemption from registration under the Investment Company Act of 1940, as amended (the 1940 Act); the availability of opportunities to acquire Agency RMBS, Non-Agency RMBS, CMBS, Residential and Commercial Whole-Loans and other mortgage assets; the availability of opportunities to acquire ABS; the availability of qualified personnel; estimates relating to the Company s ability to make distributions to its stockholders in the future; and the Company s understanding of its competition.

The forward-looking statements are based on the Company s beliefs, assumptions and expectations of its future performance, taking into account all information currently available to it. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to the Company. Some of these factors, are described in Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in the Company s annual report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission (SEC) on March 11, 2016. These and other risks, uncertainties and factors, including those described in the annual, quarterly and current reports that the Company files with the SEC, could cause its actual results to differ materially from those included in any forward-looking statements the Company makes. All forward-looking statements speak only as of the date they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect the Company. Except as required by law, the Company is not obligated to, and does not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

Overview

Western Asset Mortgage Capital Corporation and Subsidiaries (the Company unless otherwise indicated or except where the context otherwise requires we , us or our) is a Delaware corporation commencing operations in May 2012, focused on investing in, financing and managing a diversified portfolio of real estate related securities, whole-loans and other financial assets. Our investment strategy is based on Western Asset Management Company s (our Manager) perspective of which mix of portfolio assets it believes provides us with the best risk-reward opportunities at any given time. Our Manager will vary the allocation among various asset classes subject to maintaining our qualification as a REIT under the federal tax law and maintaining our exemption from the 1940 Act. These restrictions limit our ability to invest in non-real estate assets and/or assets which are not secured by real estate.

We raised approximately $720.0 million, after subtracting underwriting commissions and offering expenses, and have invested the proceeds of our initial public offering or IPO and concurrent private placements along with proceeds from our follow-on public offerings and accompanying private placement primarily in Agency RMBS, including Mortgage pass-through certificates, Agency derivatives, Agency Interest-Only Strips, and Agency CMOs; Non-Agency RMBS; Agency CMBS, Non-Agency CMBS, Non U.S. CMBS, ABS as well as Residential and Commercial Whole-Loans. We have also used to-be-announced forward contracts, or TBAs, in order to invest in Agency RMBS. Pursuant to these TBAs, we agree to purchase (or deliver), for future settlement, Agency RMBS with certain principal and interest terms and certain underlying collateral.

At March 31, 2016, our investment portfolio was comprised of approximately $1.7 billion of Agency RMBS (including approximately $67.8 million of Agency Interest-Only Strips), approximately $442.8 million of Non-Agency RMBS (including approximately $88.5 million of Non-Agency Interest-Only Strips), approximately $28.2 million of Agency CMBS (including approximately $11.5 million of Agency CMBS Interest-Only Strips), approximately $405.5 million of Non-Agency CMBS, approximately $48.0 million of other securities and approximately $201.3 million of Residential Whole-Loans. In addition, we acquired a $14.0 million controlling financial interest in a CMBS trust, which resulted in the consolidation of the assets and liabilities of the trust. As a result of the consolidation of the CMBS trust, our holdings included a $13.3 million securitized commercial loan.

We generate income principally from the difference between the yields earned on our investments and our cost of borrowing and any hedging activity. We use leverage as part of our business strategy in order to increase potential returns to our stockholders. We primarily finance our investments through short-term borrowings structured as repurchase agreements. We may also change our financing strategy and leverage without the consent of our stockholders.

As of March 31, 2016, we had entered into master repurchase agreements or MRAs with 27 counterparties. As of March 31, 2016, we had approximately $2.4 billion of borrowings outstanding under our repurchase agreements collateralized by approximately $2.8 billion of our investments. We have entered into approximately $282.8 million of interest rate swaps to effectively fix the interest rate of our borrowings under our repurchase agreements; net of variable-rate payment interest rate swaps of approximately $3.7 billion, and excluding forward starting interest rate swaps of approximately $1.7 billion. In addition, as of March 31, 2016, we also owned swaptions on approximately an incremental $105.0 million notional of interest rate swaps. As of March 31, 2016, our aggregate debt-to-equity ratio was approximately 5.3 to 1. Our debt-to-equity ratio is computed by dividing the sum of our borrowings under repurchase agreements by total stockholders equity. The debt to equity ratio, it is not a comprehensive statement of overall investment portfolio leverage which is affected by any leverage embedded in

TBAs and derivative instruments.

We operate and elected to be taxed as a real estate investment trust (REIT), commencing with our taxable year ended December 31, 2012. To comply with the REIT requirements, some of our investments were held in a taxable REIT subsidiary or TRS . By acquiring investments or engaging in activities through the TRS, it enables us to engage in such activities without jeopardizing our REIT status. These investments or activities are not held or conducted at the REIT level and as a result would not impact our ability to maintain our qualification as a REIT. We generally will not be subject to U.S. federal income taxes on our taxable income to the extent that we annually distribute, in accordance with the REIT regulations, all of our net taxable income to stockholders and maintain our intended qualification as a REIT.

We also intend to operate our business in a manner that will permit us to maintain our exemption from registration under the 1940 Act.

Table of Contents

Factors Impacting Our Operating Results

Our results of operations are affected by a number of factors and primarily depend on our net interest income, changes in the market value of our investments, derivative instruments and to a lesser extent realized gains and losses on the sale of our investments and termination of our derivative instruments. Our overall performance is also impacted by the supply and demand for our target assets in the market, the terms and availability of financing for such assets, general economic conditions, the impact of U.S Government actions that affect the real estate and mortgage sectors, and the unanticipated credit events experienced by borrowers whose loans are included in our MBS, as well as our Whole-Loan borrowers.

Our net interest income varies primarily as a result of changes in market interest rates and constant prepayment rates (or CPR) on our RMBS. The CPR measures the amount of unscheduled principal prepayments on RMBS as a percentage of the principal balance, and includes the conditional repayment rate (or CRR), which measures voluntary prepayments of mortgages collateralizing a particular RMBS and conditional default rates (or CDR), which measures involuntary prepayments resulting from defaults of the underlying mortgage loans. CPRs vary according to the type of investment, conditions in the financial markets, competition and other factors, none of which can be predicted with any certainty. In addition, our borrowing costs and available credit are further affected by the collateral pledged and general conditions in the credit market. Interest income on our Non-Agency RMBS is recorded using an effective yield, which reflects an estimate of expected cash flows for each security. In forecasting cash flows on our Non-Agency RMBS, we make certain assumptions about the underlying mortgage loans which include, but are not limited to, future interest rates, voluntary prepayment rates, default rates, modifications and loss severities. To the extent that our current assessment of future performance differs from our prior assessment, such changes are either reflected in the current period as other-than-temporary impairment or in the income recognized on such securities prospectively. Credit losses greater than those anticipated, or in excess of purchase discount on a given security, could have a material adverse impact on our operating results.

Recent Market Conditions

Our business is affected by general U.S. residential real estate fundamentals, domestic and foreign commercial real estate fundamentals and the overall U.S. and international economic environment. In particular, our strategy is influenced by the specific characteristics of these markets, including but not limited to prepayment rates and interest rate levels. We expect the results of our operations to be affected by various factors, many of which are beyond our control. Our results of operations will primarily depend on, among other things, the level of our net interest income, the market value of our investment portfolio and the supply of and demand for mortgage-related assets. Our net interest income, which includes the amortization of purchase premiums and accretion of discounts, will vary primarily as a result of changes in interest rates, defaults and loss severity rates, borrowing costs, and prepayment speeds on our MBS and other Target Asset (as defined herein) investments. Similarly, the overall value of our investment portfolio will be impacted by these factors as well as changes in the value of residential and commercial real estate and continuing regulatory changes. We continue to shift our portfolio to more credit sensitive assets from Agency securities, which we believe given the current economic and interest rate environment, will provide a better risk adjusted return going forward.

The first quarter was extremely challenging and volatile for the credit markets, resulting in a disappointing first quarter of 2016 for credit sensitive securities. The markets experienced a downturn in January and February as concerns surrounding global economic conditions and commodity prices exerted pressure on mortgage and asset backed securities, resulting in credit spreads widening during the quarter. The wider spreads on our investments combined with higher hedging costs were a driving factor in the further decline in our book value. We believe the spread widening in credit sensitive securities that negatively impacted our performance during the first quarter were more technical in nature and not driven by any fundamental deterioration in the fundamentals of the U.S real estate markets. Consumer mortgage credit continued to show stable to modest improvement in borrower performance. Home prices also continued to modestly rise and consumer appetite for housing continued to remain stable with expanding mortgage credit availability.

At the two-day meeting Federal Open Market Committee or FOMC meeting that ended on April 27, 2016, the Federal Reserve decided to maintain its target range of 0.25% to 0.5%, which was expected. The Federal Reserve cited slowdown in the U.S. economy as the primary reason for not raising the rates. While Wall Street is skeptical the Federal Reserve will raise rates at all in 2016, we believe the size of future rate hikes and the pace will be modest and slow.

Table of Contents

Our Investment Strategy

Our Manager s investment philosophy, which developed from a singular focus in fixed-income asset management over a variety of credit cycles and conditions, is to provide clients with diversified, tightly controlled, long-term value-oriented portfolios. Through rigorous analysis of all sectors of the fixed-income market, our Manager seeks to identify assets with the greatest risk-adjusted total value potential. In making investment decisions on our behalf, our Manager incorporates its views on the economic environment and the outlook for the mortgage markets, including relative valuation, supply and demand trends, the level of interest rates, the shape of the yield curve, prepayment rates, financing and liquidity, commercial and residential real estate prices, delinquencies, default rates, recovery of various segments of the economy and vintage of collateral, subject to maintaining our REIT qualification and our exemption from registration under the 1940 Act. We benefit from the breadth and depth of our Manager s overall investment philosophy, which focuses on a macroeconomic analysis as well as an in-depth analysis of individual assets and their relative value.

Our target assets are Agency RMBS (including to-be-announced securities or TBAs) and Non-Agency RMBS, Agency CMBS, Non-Agency CMBS, Non U.S. CMBS, ABS, Whole-Loans and Whole-Loan securities. In 2016, under current market conditions, we expect to continue to deploy an increasing portion of our capital to expand our investments in Non-Agency RMBS, Non-Agency CMBS, Whole-Loans and Whole-Loan securities as well as Non U.S. CMBS with the intention of shifting our investments towards a more diversified credit sensitive portfolio. We do not have specific investment guidelines providing for precise minimum or maximum allocations to any sector other than those necessary for maintaining our qualification as a REIT and our exemption from the 1940 Act. These regulatory limits restrict our ability to shift away from Agency securities and diversify the portfolio as certain MBS securities that do not qualify as real estate assets. Our Manager has not and does not expect to purchase securities on our behalf with a view to selling them shortly after purchase. However, in order to maximize returns and manage portfolio risk while remaining opportunistic, we may dispose of securities earlier than anticipated or hold securities longer than anticipated depending upon prevailing market conditions, credit performance, availability of leverage or other factors regarding a particular asset and/or our capital position.

As of March 31, 2016, the fair value of our investment portfolio, excluding the securitized commercial loan from a consolidated VIE, was comprised of 59.8% of Agency RMBS, 15.8% of Non-Agency RMBS, 1.0% of Agency CMBS, 14.5% of Non-Agency CMBS, 1.7% of other securities and 7.2% of Residential Whole-Loans.

Our Target Assets

We have invested the proceeds of our IPO, concurrent private placements and follow-on public offerings and expect to continue to focus on investing in the following types of securities:

Agency RMBS. - Agency RMBS, which are RMBS for which the principal and interest payments are guaranteed by a U.S. Government agency, such as the Government National Mortgage Association (GNMA or Ginnie Mae), or a U.S. Government-sponsored entity, such as the Federal National Mortgage Association (FNMA or Fannie Mae) or the Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac). The Agency RMBS we acquire can be secured by fixed-rate mortgages, adjustable-rate mortgages or hybrid adjustable-rate mortgages. Fixed-rate mortgages have interest rates that are fixed for the term of the loan and do not adjust. The interest rates on adjustable-rate mortgages generally adjust annually (although some may adjust more frequently) to an increment over a specified interest rate index. Hybrid adjustable-rate mortgages have interest rates that are fixed for a specified period of time (typically three, five, seven or ten years) and, thereafter, adjust to an increment over a specified interest rate index. Adjustable-rate mortgages and hybrid adjustable-rate mortgages generally have periodic and lifetime constraints on the amount by which the loan interest rate can change on any predetermined interest rate reset date.

Mortgage pass-through certificates. - Mortgage pass-through certificates are securities representing interests in pools of mortgage loans secured by residential real property where payments of both interest and scheduled principal, plus pre-paid principal, on the underlying loan pools are made monthly to holders of the securities, in effect passing through monthly payments made by the individual borrowers on the mortgage loans that underlie the securities, net of fees paid to the issuer/guarantor of the securities and servicers of the underlying mortgages.

Interest-Only Strips or IOs. - This type of security entitles the holder only to payments of interest based on a notional principal balance. The yield to maturity of Interest-Only Strips is extremely sensitive to the rate of principal payments (particularly prepayments) on the underlying pool of mortgages. We invest in these types of securities primarily to take advantage of particularly attractive prepayment-related or structural opportunities in the MBS markets, as well as to help manage the duration of our overall portfolio.

Inverse Interest-Only Strips or IIOs. - This type of security has a coupon with an inverse relationship to its index and is subject to caps and floors. Inverse Interest-Only MBS entitles the holder to interest only payments based on a notional principal balance, which is typically equal to a fixed rate of interest on the notional principal balance less a floating rate of interest on the notional principal balance that adjusts according to an index subject to set minimum and maximum rates. The current yield of Inverse Interest-Only MBS will generally decrease when its related index rate increases and increase when its related index rate decreases.

Principal-Only Strips or POs. This type of security generally only entitles the holder to receive cash flows that are derived from principal repayments of an underlying loan pool, but in the case of Non-Agency Principal-Only Strips will also include cash flows from default recoveries and excess interest. The yield to maturity of Principal-Only Strips is extremely sensitive to the rate of principal payments (particularly prepayments) on the underlying pool of mortgages. We invest in these types of securities primarily to take advantage of structural opportunities in the MBS markets.

TBAs. - We may utilize TBAs, in order to invest in Agency RMBS. Pursuant to these TBAs, we agree to purchase (or deliver), for future settlement, Agency RMBS with certain principal and interest terms and certain underlying collateral, but the particular Agency RMBS to be delivered is not identified until shortly before the TBA settlement date. Our ability to invest in Agency RMBS through TBAs may be limited by the 75% real estate income and asset tests applicable to REITs.

Collateralized Mortgage Obligations or CMOs. These are securities that are structured from residential and/or commercial pass-through certificates, which receive monthly payments of principal and interest. CMOs divide the cash flows which come from the underlying mortgage pass-through certificates into different classes of securities that may have different maturities and different weighted average lives than the underlying pass-through certificates.

Non-Agency RMBS. - RMBS that are not guaranteed by a U.S. Government agency or U.S. Government-sponsored entity, with an emphasis on securities that when originally issued were rated in the highest rating category by one or more of the nationally recognized statistical rating organizations. The mortgage loan collateral for Non-Agency RMBS consists of residential mortgage loans that do not generally conform to underwriting guidelines issued by a U.S. Government agency or U.S. Government-sponsored entity due to certain factors, including mortgage balances in excess of Agency underwriting guidelines, borrower characteristics, loan characteristics and/or level of documentation, and therefore are not issued or guaranteed by a U.S. Government agency or U.S. Government-sponsored entity. The mortgage loan collateral may be classified as subprime, Alternative-A or prime depending on the borrower s credit rating and the underlying level of documentation. Non-Agency RMBS may be secured by fixed-rate mortgages, adjustable-rate mortgages or hybrid adjustable-rate mortgages.

Agency CMBS. - Fixed and floating rate CMBS, for which the principal and interest payments are guaranteed by a U.S. Government agency or U.S. Government-sponsored entity, but for which the underlying mortgage loans are secured by real property other than single family residences. These may include, but are not limited to Fannie Mae DUS (Delegated Underwriting and Servicing) MBS, Freddie Mac Multifamily Mortgage Participation Certificates, Ginnie Mae project loan pools, and/or CMOs structured from such collateral.

Non-Agency CMBS. - Fixed and floating rate CMBS for which the principal and interest payments are not guaranteed by a U.S. Government agency or U.S. Government-sponsored entity. We mainly acquire legacy securities that when originally issued were rated in the highest rating category by one or more of the nationally recognized statistical rating organizations but we have also invested in subordinated debt for which the property (properties) securing the underlying mortgage collateral is located within the U. S. or the European Union. We do not have an established minimum current rating requirement for such investments.

Non U.S. CMBS. - CMBS which is not guaranteed by a U.S. Government agency or U.S. Government-sponsored entity and which is secured by commercial real estate located outside of the U.S. Although our Manager believes that these investments can provide attractive risk-reward opportunities and offer additional asset diversification, investing in international real estate has a number of additional risks, including but not limited to currency risk, political risk and the legal risk of investing in jurisdiction(s) with varying laws and regulations and potential tax implications. See Item 7A: Quantitative and Qualitative Disclosures about Market Risk Foreign Investment Risk and Currency Risk herein.

Table of Contents

Agency and Non-Agency CMBS IO and IIO Securities. Interest-Only and Inverse Interest-Only securities for which the underlying collateral is commercial mortgages the principal and interest on which may or may not be guaranteed by a U.S Government agency or U.S. Government-sponsored entity. Unlike single family residential mortgages in which the borrower, generally, can prepay at any time, commercial mortgages frequently limit the ability of the borrower to prepay, thereby providing a certain level of prepayment protection. Common restrictions include yield maintenance and prepayment penalties, the proceeds of which are generally at least partially allocable to these securities, as well as, defeasance.

Risk Sharing Securities Issued by Fannie Mae and Freddie Mac. - From time to time we have and may in the future continue to invest in risk sharing securities issued by Fannie Mae and Freddie Mac. Principal and interest payments on these securities are based on the performance of a specified pool of Agency residential mortgages. The payments due on these securities, however, are not secured by the referenced mortgages, but are full faith and credit obligations of Fannie Mae or Freddie Mac respectively. Investments in these securities generally are not qualifying assets for purposes of the 75% real estate asset test applicable to REITs and generally do not generate qualifying income for purposes of the 75% real estate income test applicable to REITs. As a result, we may be limited in our ability to invest in such assets.

ABS. - Debt and/or equity tranches of securitizations backed by various asset classes including, but not limited to, aircrafts, automobiles, credit cards, equipment, franchises, recreational vehicles and student loans. Investments in ABS generally are not qualifying assets for purposes of the 75% real estate asset test applicable to REITs and generally do not generate qualifying income for purposes of the 75% real estate income test applicable to REITs. As a result, we may be limited in our ability to invest in such assets.

Residential Whole-Loans. Residential Whole-Loans are mortgages secured by single family residences held directly by us or through structured Non Agency RMBS programs crafted specifically for us and other clients of our Manager. To date our Residential Whole-Loans have been mostly adjustable rate loans that do not qualify for the Consumer Finance Protection Bureau s (or CFPB) safe harbor provision for qualifying mortgages . However, our Manager s review, relating to possible purchases of loans, includes an analysis of the loan originator s procedures and documentation for compliance with Ability to Repay requirements. These loans are held in consolidated trusts with the Company holding the beneficial interest in the trusts. The Company may in the future securitize the whole-loan interests, selling more senior interests in the pool of loans and retaining residual portions. The characteristics of the Company s Residential Whole-Loans may vary going forward.

Commercial Whole-Loans. - Our Manager is also actively exploring opportunities to invest in small balance, $2.5 million to $25.0 million, Commercial Whole-Loans, including commercial mortgages and Small Business Administration or SBA loans secured primarily by real estate. While our Manager has experience in CMBS and we currently invest in Agency and Non-Agency CMBS, as well as, Non U.S. CMBS, investing in Whole-Loans backed or secured by commercial real estate assets involves complex investment, structural, regulatory and accounting issues. Some of these issues are unique to Commercial Whole-Loans as opposed to residential mortgages. Accordingly, there is no assurance of the prevalence such investments will have in our overall portfolio in the future.

Other investments. - In addition to MBS, our principal investment, and ABS from time to time, we may also make other investments in securities, which our Manager believes will assist us in meeting our investment objective and are consistent with our overall investment policies. These investments will normally be limited by the REIT requirements that 75% our assets be real estate assets and that 75% of our income be generated from real estate, thereby limiting our ability to invest in such assets.

Our Financing Strategy

The leverage that we employ is specific to each asset class and is determined based on several factors, including potential asset price volatility, margin requirements, the current cycle for interest rates, the shape of the yield curve, the outlook for interest rates and our ability to use and the effectiveness of interest rate hedges. We analyze both historical volatility and market-driven implied volatility for each asset class in order to determine potential asset price volatility. Our leverage targets attempt to risk-adjust asset classes based on each asset class s potential price volatility. The goal of our leverage strategy is to ensure that, at all times, our investment portfolio s overall leverage ratio is appropriate for the level of risk inherent in the investment portfolio.

We may fund the acquisition of our assets through the use of leverage from a number of financing sources, subject to maintaining our qualification as a REIT. We finance our investments primarily through the use of repurchase agreements.

Our operating results depend in large part on differences between the income earned on our assets and our cost of borrowing and hedging activities. We use leverage to increase potential returns to our stockholders. We currently accomplish this by borrowing against existing investments through repurchase agreements. We may also change our financing strategy and leverage without the consent of our stockholders.

The costs associated with our borrowings are generally based on prevailing market interest rates. During a period of rising interest rates, our borrowing costs generally will increase while the yields earned on our existing portfolio of leveraged fixed-rate MBS and other fixed rate securities will remain static. This could result in a decline in our net interest spread and net interest margin. The severity of any such decline would depend on our asset/liability composition at the time, as well as the magnitude and duration of the interest rate increase. Further, an increase in short-term interest rates could also have a negative impact on the market value of our assets. If either of these events happens, we could experience a decrease in net income or incur a net loss during these periods, which could adversely affect our liquidity and results of operations.

We primarily finance our investments through repurchase agreements for which we pledge our assets. Our pledged assets are currently comprised of Agency RMBS, Non-Agency RMBS, Agency CMBS, Non-Agency CMBS, other securities and Residential Whole-Loans. Our repurchase agreements have maturities generally ranging from one to three months, but in some cases longer. The amount borrowed under our repurchase agreements is a specified percentage of the asset s fair value, which is dependent on the collateral type. The portion of the pledged collateral held by the counterparty in excess of the amount borrowed under the repurchase agreement is the margin requirement for that borrowing. Repurchase agreements involve the transfer of the pledged collateral to a counterparty at an agreed upon price in exchange for such counterparty s simultaneous agreement to return the same security back to the borrower at a future date (i.e., the maturity of the borrowing). Under our repurchase agreements, we retain beneficial ownership of the pledged collateral, while the counterparty maintains custody of such collateral. At the maturity of a repurchase financing, unless the repurchase financing is renewed with the same counterparty, we are required to repay the loan, including any accrued interest, and concurrently reacquire custody of the pledged collateral or, with the consent of the counterparty, we may renew the repurchase financing at the then prevailing market interest rate and terms. Margin calls from counterparties are routinely experienced by us when the fair value of our existing pledged collateral declines as a result of principal amortization and prepayments or due to changes in market interest rates, spreads or other market conditions. As a result, the counterparty will require that we pledge additional securities and/or cash as collateral to secure our borrowings under repurchase financing. In certain circumstances, we also may make margin calls on our counterparties when collateral values increase. As of March 31 2016, we had $19.5 million of cash collateral held by our repurchase agreement counterparties and we have satisfied all of our margin calls.

We expect to maintain a debt to equity ratio of three to ten times the amount of our stockholders equity, although there is no stated minimum or maximum leverage in our investment policies. To the extent the Agency MBS percentage of our portfolio decreases, our overall leverage is likely to decrease. Depending on the different cost of borrowing funds at different maturities, we will vary the maturities of our borrowed funds to attempt to produce lower borrowing costs and reduce interest rate risk. Generally, we enter into collateralized borrowings only with institutions that are rated investment grade by at least one nationally-recognized statistical rating organization. We rely on financing to acquire, on a leveraged basis, assets in which we invest. If market conditions deteriorate, our counterparties may exit the repurchase market, and tighten lending standards, or increase the amount of equity capital required to obtain financing thereby making it more difficult and costly for us to obtain financing. In the future, we may be limited or restricted in the amount of leverage we may employ by the terms and provisions of any financing or other agreements.

Our Hedging Strategy

Subject to maintaining our qualification as a REIT for U.S. federal income purposes, we pursue various economic hedging strategies in an effort to reduce our exposure to adverse changes in interest rates and, to a more limited extent, foreign currency. The U.S. federal income tax rules applicable to REITs may require us to implement certain of these techniques through a domestic TRS that is fully subject to federal, state and local corporate income taxation.

Table of Contents

Our hedging activity varies in scope based on the level and volatility of interest rates, the type of assets held, including currency denomination and other changing market conditions. The majority of swaps we entered into are designed to mitigate the effects of increases in interest rates under a portion of our repurchase agreements. These swaps generally provide for fixed interest rates indexed off of the London interbank offered rate or LIBOR and effectively fix the floating interest rates. Notwithstanding the foregoing, in order to manage our hedge position with regard to our liabilities, we on occasion will enter into interest rate swaps which involve the receipt of fixed-rate amounts from counterparty in exchange for us making variable-rate payments over the life of the interest rate swap without exchange of the underlying notional amount. We also enter into compression trades that enable us to terminate substantial amounts of swap contracts before they expire by their terms, when there has been substantial two-way (pay and receive) swap activity. These compression trades reduce the number of interest rate swaps outstanding. In addition to simplifying, our balance sheet, by reducing the number of interest rate swaps outstanding, we are frequently able to reduce the amount of margin required to carry such positions.

We utilize forward starting swaps and swaptions for several reasons including replacing expiring swaps, in anticipation of increasing our overall financing and reducing our exposure to future interest rate increases. Interest rate swaptions provide us the option to enter into an interest rate swap agreement for a predetermined notional amount, stated term and set pay and receive interest rates in the future.

We utilize foreign currency swaps, agreeing to pay a fixed amount of non U.S. currency such as the euro in exchange for a fixed amount of U.S. dollars as well as currency forwards. We entered into the currency swaps and forwards in order to hedge our exposure to foreign currency with respect to Non U.S. CMBS investments and the corresponding repurchase financings utilized to make such investments.

In order to enable us to maintain compliance with the REIT requirements, we have generally elected to treat the aforementioned derivative instruments as hedges for U.S. federal tax purposes. To date, however, we have not elected to apply hedge accounting for financial statement reporting purposes for our derivative instruments. As a result, we record the change in fair value of our derivatives and the associated interest and currency exchange in earnings. Additionally, we may enter into hedging transactions in the form of puts and calls or other financial instruments that we deem appropriate.

Our interest rate hedging techniques are partly based on assumed levels of prepayments of our target assets. If prepayments are slower or faster than assumed, the life of the investment will be longer or shorter, which would reduce the effectiveness of any of the interest rate hedging strategies we may use and may cause losses on such transactions. Hedging strategies, both interest rate and foreign currency, involve the use of derivative securities which are highly complex and may produce volatile returns.

We may invest in equity index derivatives such as futures, options on futures and options on indices. These instruments are used normally to hedge interest rate movements as well as credit risks and other risks associated with our portfolio which may be impacted by volatility in the equity markets. Tax and other regulatory rules may limit our overall ability to use these instruments even through a TRS. Investing in these instruments introduces equity market risks into the management of the portfolio although as noted above our Manager uses them for the purpose of hedging our overall interest rate risk. These hedging strategies involving equity index products may not be successful, and may expose us to additional losses, if expected correlations between such risks and the equity markets do not occur. The goal of our hedging strategy is to ensure that, at all times, we are appropriately hedged in accordance with the REIT requirements for the level of interest rate and currency risk inherent in our investment portfolio.

Critical Accounting Policies

The consolidated financial statements include our accounts, those of our consolidated subsidiary, our wholly-owned TRS and certain variable interest entities (VIEs) in which we are the primary beneficiary. All intercompany amounts have been eliminated in consolidation. In accordance with GAAP, our consolidated financial statements require the use of estimates and assumptions that involve the exercise of judgment and use of assumptions as to future uncertainties. In accordance with SEC guidance, the following discussion addresses the accounting policies that we currently apply. Our most critical accounting policies will involve decisions and assessments that could affect our reported assets and liabilities, as well as our reported revenues and expenses. We believe that all of the decisions and assessments upon which our consolidated financial statements have been based were reasonable at the time made and based upon information available to us at that time. We have identified what we believe will be our most critical accounting policies to be the following:

Fair value option

We elected the fair value option for all of our investments at the date of purchase and for our securitized debt, which permits us to measure these investments and securitized debt at fair value with the change in fair value included as a component of earnings. Although we have elected the fair value option for our investments and securitized debt, we separately compute interest income on our MBS, other securities and Whole-Loans under the prescribed method based on the nature of the investment.

Valuation of financial instruments

We disclose the fair value of our financial instruments according to a fair value hierarchy (Levels I, II, and III, as defined below). In accordance with GAAP, we are required to provide enhanced disclosures regarding instruments in the Level III category (which require significant management judgment), including a separate reconciliation of the beginning and ending balances for each major category of assets and liabilities. GAAP establishes a framework for measuring fair value in accordance with GAAP and expands financial statement disclosure requirements for fair value measurements. GAAP further specifies a hierarchy of valuation techniques, which is based on whether the inputs into the valuation technique are observable or unobservable. The hierarchy is as follows:

Level I Quoted prices in active markets for identical assets or liabilities.

Level II Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level III Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

When available, we use quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, we will use independent pricing services and if the independent pricing service cannot price a particular asset or liability, we will obtain third party broker quotes. Our Manager s pricing group, which functions independently from its portfolio management personnel, corroborates the third party broker quote by comparing the broker price to alternate sources or using internal valuation techniques. If independent pricing service, or third party broker quotes are not available, we determine the fair value of the securities using valuation techniques that use, when possible, current market-based or independently-sourced market parameters, such as interest rates and when applicable, estimates of prepayments and credit losses.

Fair value under GAAP represents an exit price in the normal course of business, not a forced liquidation price. If we are forced to sell assets in a short period to meet liquidity needs, the prices we receive could be substantially less than the recorded fair values of our assets.

We perform quarterly reviews of the independent third party pricing data which may consist of a review of the daily change in the prices provided by the independent pricing vendor that exceed established tolerances or comparisons to executed transaction prices, utilizing our Manager s pricing group. Our Manager s pricing group corroborates the price differences or changes in price by comparing the vendor price to alternate sources including other independent pricing services or broker quotations. If the price change or difference cannot be corroborated, the Manager s pricing group consults with the portfolio management team for market color in reviewing such pricing data as warranted. To the extent that our Manager has information, typically in the form of broker quotations that would indicate that a price received from the independent pricing service is outside of a tolerance range, our Manager generally challenges the independent pricing service price.

Interest income recognition and Impairment

Agency MBS, Non-Agency MBS and other securities, excluding Interest-Only Strips, rated AA and higher at the time of purchase

Table of Contents

Interest income on mortgage-backed and other securities is accrued based on the respective outstanding principal balances and corresponding contractual terms. Premiums and discounts associated with Agency MBS, Non-Agency MBS and other securities, excluding Interest-Only Strips, rated AA and higher at the time of purchase, are amortized into interest income over the estimated life of such securities using the effective yield method. Adjustments to premium and discount amortization are made for actual prepayment activity. We estimate prepayments at least quarterly for our securities, and as a result, if prepayments increase (or are expected to increase), we will accelerate the rate of amortization on premiums or discounts and make a retrospective adjustment to historical amortization. Alternatively, if prepayments decrease (or are expected to decrease) we will reduce the rate of amortization on the premiums or discounts and make a retrospective adjustment to historical amortization.

We assess our Agency MBS, Non-Agency MBS and other securities, excluding Interest-Only Strips, rated AA and higher at the time of purchase, for other-than-temporary impairment on at least a quarterly basis. When the fair value of an investment is less than its amortized cost at the balance sheet date of the reporting period for which impairment is assessed, the impairment is designated as either temporary or other-than-temporary. In deciding on whether or not a security is other-than-temporarily impaired, we consider several factors, including the nature of the investment, communications (if any) from the securitization trustee regarding the credit quality of the security, the severity and duration of the impairment, the cause of the impairment, and our intent not to sell the security and whether it is more likely than not that we will not be required to sell the security until recovery of its amortized cost basis. An other-than-temporary impairment (OTTI) is deemed to have occurred when there is an adverse change in the expected cash flows (principal or interest) to be received and the fair value of the security is less than its carrying amount. In determining whether an adverse change in cash flows occurred, the present value of the remaining cash flows, as estimated at the initial transaction date (or the last date previously revised), is compared to the present value of the expected cash flows at the current reporting date. The estimated cash flows reflect those a market participant would use and are discounted at a rate equal to the current yield used to accrete interest income. These adjustments are reflected in our Consolidated Statement of Operations.

The determination as to whether an other-than-temporary impairment exists is subject to management estimates based on consideration of both factual information available at the time of assessment as well as our estimates of the future performance and projected amount and timing of cash flows expected to be collected on the security. As a result, the timing and amount of an other-than-temporary impairment constitutes an accounting estimate that may change materially over time.

Non-Agency MBS and other securities that are rated below AA at the time of purchase and Interest-Only Strips that are not classified as derivatives

Interest income on Non-Agency MBS and other securities that are rated below AA at the time of purchase and Interest-Only Strips that are not classified as derivatives, are recognized based on the effective yield method. The effective yield on these securities is based on the projected cash flows from each security, which is estimated based on our observation of the then current information and events, where applicable, and will include assumptions related to interest rates, prepayment rates and the timing and amount of credit losses. On at least a quarterly basis, we review and, if appropriate, make adjustments to our cash flow projections based on input and analysis received from external sources, internal models, and our judgment about interest rates, prepayment rates, the timing and amount of credit losses, and other factors. Where appropriate, we may include in our cash flow projections the U.S Department of Justice s settlements with major residential mortgage originators, regarding certain lending practices. Changes in cash flows from those originally projected, or from those estimated at the last evaluation, may result in a prospective change in the yield/interest income recognized on such securities. Actual maturities of the securities are affected by the contractual lives of the underlying collateral, periodic payments of scheduled principal, and prepayments of principal. Therefore, actual maturities of the securities will generally be shorter than stated contractual maturities.

Based on the projected cash flow of such securities purchased at a discount to par value, we may designate a portion of such purchase discount as credit protection against future credit losses and, therefore, not accrete such amount into interest income. The amount designated as credit discount may be adjusted over time, based on the actual performance of the security, its underlying collateral, actual and projected cash flow from such collateral, economic conditions and other factors. If the performance of a security with a credit discount is more favorable than forecasted, a portion of the amount designated as credit discount may be accreted into interest income prospectively.

Table of Contents

In addition, an other-than-temporary impairment is deemed to have occurred when there is an adverse change in the expected cash flows (principal or interest) to be received and the fair value of the security is less than its carrying amount. In determining whether an adverse change in cash flows occurred, the present value of the remaining cash flows, as estimated at the initial transaction date (or the last date previously revised), is compared to the present value of the expected cash flows at the current reporting date. The estimated cash flows reflect those a market participant would use and are discounted at a rate equal to the current yield used to accrete interest income. These adjustments are reflected in our Consolidated Statements of Operations.

Securities denominated in a foreign currency contain additional risk in that the amortized cost basis for those securities may not be recovered due to declines in currency exchange rates. We consider the length of time that the security s fair value has declined due to the decline in foreign exchange rates, when assessing other-than temporary impairment.

The determination as to whether an other-than-temporary impairment exists is subject to management estimates based on consideration of both factual information available at the time of assessment as well as our estimates of the future performance and projected amount and timing of cash flows expected to be collected on the security. As a result, the timing and amount of an other-than-temporary impairment constitutes an accounting estimate that may change materially over time.

Finally, certain of our MBS and other securities that are in an unrealized loss position at the end of the reporting period are not considered other-than-temporarily impaired because we have no intent to sell these investments, it is more likely than not that we will not be required to sell the investment before recovery of its amortized cost basis and we are not required to sell the security for regulatory or other reasons.

Residential and Commercial Loans

We record our purchases of residential and commercial loans as the amount paid to the seller plus any fees paid or less any fees received. All other costs incurred in connection with acquiring residential and commercial loans or committing to purchase residential and commercial loans are expensed as incurred. We amortize or accrete any premium or discount over the life of the related loan utilizing the effective interest method, based on the contractual payments terms of the loan. On at least a quarterly basis, we evaluate the collectability of both interest and principal of each loan, if circumstances warrant, to determine whether such loan is impaired. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, we do not record a loss accrual as we have elected the fair value option. However, income recognition is suspended for loans at the earlier of the date at which payments become 90-days past due or when, in the opinion of management, a full recovery of income and principal becomes doubtful. When the ultimate collectability of the principal of an impaired loan is in doubt, all payments are applied to principal under the cost recovery method. When the ultimate collectability of the principal of an impaired loan is not in doubt, contractual interest is recorded as interest income when received, under the cash basis method until an accrual is resumed when the loan becomes contractually current and performance is demonstrated to be resumed. A loan is written off when it is no longer realizable and/or legally discharged.

Variable Interest Entities (VIEs)

VIEs are defined as entities that by design either lack sufficient equity for the entity to finance its activities without additional subordinated financial support or are unable to direct the entity s activities or are not exposed to the entity s losses or entitled to its residual returns. We evaluate all of our interests in VIEs for consolidation. When the interests are determined to be variable interests, we assess whether we are deemed the primary beneficiary. The primary beneficiary of a VIE is determined to be the party that has both the power to direct the activities of a VIE that most significantly impact the VIE s economic performance and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE.

To assess whether we have the power to direct the activities of a VIE that most significantly impact the VIE s economic performance, we consider all facts and circumstances, including its role in establishing the VIE and our ongoing rights and responsibilities. This assessment includes first, identifying the activities that most significantly impact the VIE s economic performance; and second, identifying which party, if any, has power over those activities. In general, the parties that make the most significant decisions affecting the VIE or have the right to unilaterally remove those decision makers is deemed to have the power to direct the activities of a VIE.

To assess whether we have the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, we consider all of its economic interests. This assessment requires that we apply judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE. Factors considered in assessing significance include: the design of the VIE, including its capitalization structure; subordination of interests; payment priority; relative share of interests held across various classes within the VIE s capital structure; and the reasons why the interests are held by us.

In instances when a VIE is owned by both us and related parties, we consider whether there is a single party in the related party group that meets both the power and losses or benefits criteria on its own as though no related party relationship existed. If one party within the related party group meets both these criteria, such reporting entity is the primary beneficiary of the VIE and no further analysis is needed. If no party within the related party group on its own meets both the power and losses or benefits criteria, but the related party group does as a whole meets these two criteria, the determination of primary beneficiary within the related party group is based upon an analysis of the facts and circumstances with the objective of determining which party is most closely associated with the VIE. Determining the primary beneficiary within the related party group requires significant judgement.

In instances when we are required to consolidate a VIE that is determined to be a qualifying collateralized financing entity, under GAAP, we will measure both the financial assets and financial liabilities of the VIE using the fair value of either the VIE s financial assets or financial liabilities, whichever is more observable.

Ongoing assessments of whether an enterprise is the primary beneficiary of a VIE is required.

Derivatives and hedging activities

Subject to maintaining our qualification as a REIT for U.S. federal income tax purposes, we utilize derivative financial instruments, including interest rate swaps, interest rate swaptions, mortgage put options, currency forwards, futures contracts, total return swaps, TBAs and Agency and Non-Agency Interest-Only Strips to hedge the interest rate and currency risk associated with our portfolio and related borrowings. We have also entered into credit derivatives such as total return swaps. The total return swap will allow us to receive the total economic return on a referenced asset without actually buying the asset. Derivatives, subject to REIT requirements, are used for hedging purposes rather than speculation. We determine their fair value of our derivative positions and obtain quotations from third parties, including the Chicago Mercantile Exchange or CME, to facilitate the process of determining such fair values. If our hedging activities do not achieve the desired results, reported earnings may be adversely affected.

GAAP requires an entity to recognize all derivatives as either assets or liabilities and to measure those instruments at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives are classified as either hedges of the fair value of a recognized asset or liability or of an unrecognized firm commitment (fair value hedge) or hedges of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge). If we do not elect hedge accounting for a derivative instrument, which we have not, fair value adjustments are recorded in earnings immediately.

We elected not to apply hedge accounting for our derivative instruments. Accordingly, we record the change in fair value of our derivative instruments, which includes net interest rate swap payments (including accrued amounts) and net currency payments (including accrued amounts) related to interest rate swaps and currency swaps, respectively, in Gain (loss) on derivative instruments, net in our Consolidated Statements of Operations. In our Consolidated Statements of Cash Flows, premiums received and paid on termination of our interest rate swaps, excluding interest rate swaps containing an other-than-insignificant financing element and the unamortized premium of market agreed coupon (MAC) interest rate swaps, are included in cash flows from operating activities. Alternatively, proceeds and payments on settlement of swaptions, mortgage put options, futures contracts and TBAs are included in cash flows from investing activities. Proceeds and payments on settlement of forward contracts are reflected in cash flows from financing activities in our Consolidated Statement of Cash Flows. While payments made at the time of entering MAC interest rate swaps are included in cash flows from investing activities, payments received by us upon entering MAC interest rate swaps are included in either cash flows from investing activities or cash flows financing activities, depending on whether or not the derivative instrument includes an other-than-insignificant financing element. For MAC interest rate swaps containing an other-than-insignificant financing element, all cash flows over the life of the derivative are treated as cash flows from financing activities. Return and recovery of basis activity for MAC interest rate swaps is included in cash flows from investing activities for swaps not containing an other-than-insignificant financing element in our Consolidated Statement of Cash Flows. For Agency and Non-Agency Interest-Only Strips accounted for as derivatives, the purchase, sale and recovery of basis activity is included with MBS and other securities under cash flows from investing activities in our Consolidated Statement of Cash Flows.

We evaluate the terms and conditions of our holdings of Agency and Non-Agency Interest-Only Strips, interest rate swaptions, currency forwards, futures contracts, total return swaps and TBAs to determine if these instruments have the characteristics of an investment or should be considered a derivative under GAAP. In determining the classification of our holdings of Interest-Only Strips, we evaluate the securities to determine if the nature of the cash flows has been altered from that of the underlying mortgage collateral. Generally, Interest-Only Strips for which the security represents a strip off of a mortgage pass through security will be considered a hybrid instrument classified as a MBS investment on our Consolidated Balance Sheets utilizing the fair value option. Alternatively, those Interest-Only Strips, for which the underlying mortgage collateral has been included into a structured security that alters the cash flows from the underlying mortgage collateral, are accounted for as derivatives at fair value. Accordingly, Agency and Non-Agency Interest-Only Strips, interest rate swaptions, currency forwards, futures contracts, total return swaps and TBAs having the characteristics of derivatives are accounted for at fair value with such changes recognized in Gain (loss) on derivative instruments, net in our Consolidated Statements of Operations, along with any interest earned or paid (including accrued amounts). The carrying value of the Agency and Non-Agency Interest-Only Strips, accounted for as derivatives, is included in Mortgage-backed securities in the Consolidated Balance Sheets. The carrying value of interest rate swaptions, currency forwards, futures contracts, total return swaps and TBAs is included in Derivative assets or Derivative liabilities in the Consolidated Balance Sheets.

We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. An embedded derivative is separated from the host contact and accounted for separately when all of the guidance criteria are met. Hybrid instruments that are remeasured at fair value through earnings, including the fair value option, are not bifurcated. Derivative instruments, including derivative instruments accounted for as liabilities are recorded at fair value and are re-valued at each reporting date, with changes in the fair value together with interest earned or paid (including accrued amounts) reported in the Gain (loss) on derivative instruments, net in our Consolidated Statements of Operations.

Accounting standards applicable to emerging growth companies

The JOBS Act contains provisions that relax certain requirements for emerging growth companies for which we qualify. For as long as we are an emerging growth company, which may be up to five full fiscal years, unlike other public companies, we will not be required to: (i) comply with any new or revised financial accounting standards applicable to public companies until such standards are also applicable to private companies under Section 102(b)(1) of the JOBS Act; (ii) provide an auditor s attestation report on management s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act; (iii) comply with any new requirements adopted by the PCAOB requiring mandatory audit firm rotation or a supplement to the auditor s report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; or (iv) comply with any new audit rules adopted by the PCAOB after April 5, 2012 unless the SEC determines otherwise. We currently take advantage of some of these exemptions. Our qualification for remaining an emerging growth company under the five full fiscal years expires on December 31, 2017. However, we will no longer qualify for such exemption if our gross revenue for any year equals or exceeds $1.0 billion or more, we issue more than $1.0 billion in non-convertible debt during the three previous years, or if we are deemed to be a large accelerated filer.

As noted above, under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards that have different effective dates for public and private companies until such time as those standards apply to private companies. We currently take advantage of such extended transition period. Since we are not required to comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies, our financial statements may not be comparable to the consolidated financial statements of companies that comply with public company effective dates. If we were to elect to comply with these public company effective dates, such election would be irrevocable pursuant to Section 107 of the JOBS Act.

Table of Contents

Recent accounting pronouncements

Accounting Standards to be Adopted in Future Periods

In May 2014, the Financial Accounting Standards Board issued guidance that changes an entity s recognition of revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new guidance requires improved disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In applying the new guidance, an entity may use either a retrospective approach to each prior reporting period of or a retrospective approach with the cumulative effect recognized at the date of initial application. For a public company, the standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted for a public entity. With certain restrictions, a nonpublic entity may elect to apply the guidance earlier. The new guidance is not expected to have a material impact on our consolidated financial statements.

In August 2014, the Financial Accounting Standards Board issued guidance that will require an entity s management to evaluate whether there is substantial doubt about an entity s ability to continue as a going concern and to provide related footnote disclosures. According to the new guidance, substantial doubt exists when conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date the financial statements are issued. The term probable is used consistently with its current use in U.S. GAAP for loss contingencies. Disclosures will be required if conditions give rise to substantial doubt about the entity s ability to continue as a going concern, including whether management s plans that are intended to mitigate those conditions will alleviate the substantial doubt when implemented. The guidance is effective for annual periods ending after December 15, 2016. The effective date is the same for both public companies and all other entities. Early application is permitted. We have not elected to early adopt this guidance. Our first assessment under the new guidance will be completed for the year ending December 31, 2016.

In January 2016, the FASB issued guidance to improve certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The standard is effective for a public company for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years. The standard is effective for other entities for fiscal years beginning after December 15, 2018, and for interim periods beginning after December 15, 2019. Early adoption by public companies for fiscal years or interim periods that have not yet been issued or, by all other entities, that have not yet been made available for issuance of this guidance are permitted as of the beginning of the fiscal year of adoption, under certain restrictions. The Company should apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The guidance related to equity securities without readily determinable fair values should be applied prospectively to equity investments that exist at the date of adoption. We are currently assessing the impact this guidance will have on our consolidated financial statements.

In March 2016, the Financial Accounting Standards Board issued guidance that changes the accounting for certain aspects of share-based payments to employees. The guidance requires the recognition of the income tax effects of awards in the income statement when the awards vest or are settled, thus eliminating additional paid in capital pools. The guidance also allows for the employer to repurchase more of an employee s shares for tax withholding purposes without triggering liability accounting. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. For a public company, the standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. For all other entities, the standard is effective for annual reporting periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. We are currently assessing the impact this guidance will have on our consolidated financial statements.

Table of Contents

Investments

Our Current Investment Portfolio

The following table presents certain information about our investment portfolio at March 31, 2016 (dollars in thousands):

	Principal Balance	Unamortized Premium (Discount)	Discount Designated as Credit Reserve and OTTI	Amortized Cost	Unrealized Gain (Loss)	Fair Value	Net Weighted Average Coupon (1)
Agency RMBS							
20-Year mortgage							
Coupon Rate:							
3.50%	141,528	7,537		149,065	1,139	150,204	3.5%
4.00%	409,710	22,349		432,059	10,310	442,369	4.0%
	551,238	29,886		581,124	11,449	592,573	3.9%
30-Year mortgage							
Coupon Rate:							
3.50%	232,281	12,282		244,563	(562)	244,001	3.5%
4.00%	276,345	23,522		299,867	(587)	299,280	4.0%
4.50%	356,729	25,489		382,218	12,808	395,026	4.5%
5.00%	56,544	6,893		63,437	726	64,163	5.0%
5.50%	2,674	402		3,076	(77)	2,999	5.5%
6.00%	2,564	290		2,854	113	2,967	6.0%
	927,137	68,878		996,015	12,421	1,008,436	4.1%
Agency RMBS IOs and IIOs(2)	N/A	N/A		32,264	407	32,671	2.8%
Agency RMBS IOs and IIOs accounted for as derivatives (2)(3)	N/A	N/A	N/A	N/A	N/A	35,165	3.5%
	N/A	N/A		32,264	407	67,836	3.2%
Agency CMBS	17,478			17,478	(747)	16,731	5.1%
Agency CMBS Interest-Only Strips(2)	N/A	N/A	N/A	1,486	166	1,652	4.6%
Agency CMBS IOs and IIOs accounted for as derivatives (2)(3)	N/A	N/A	N/A	N/A	N/A	9,848	0.7%
	17,478			18,964	(581)	28,231	1.5%
Non-Agency RMBS	482,117	(26,376)	(106,562)	349,179	5,120	354,299	3.8%
Non-Agency RMBS IOs and IIOs(2)	N/A	N/A	N/A	63,580	20,961	84,541	5.9%
Non-Agency RMBS IOs and IIOs accounted for as derivatives (2)(3)	N/A	N/A	N/A	N/A	N/A	3,982	4.9%
	482,117	(26,376)	(106,562)	412,759	26,081	442,822	4.6%
Non-Agency CMBS, including Non U.S.	520,842	(73,237)	(9,585)	438,020	(32,499)	405,521	5.0%
Other securities(4)	30,897	(876)	(1,943)	50,031	(2,032)	47,999	6.4%
Residential Whole-Loans	195,425	1,654		197,079	4,188	201,267	4.8%
Securitized commercial loan	25,000			25,000	(1,325)	23,675	9.0%

Total	$	2,750,134	$	(71)	$	(118,090)	2,751,256	$	18,109	2,818,360	4.0%

(1) Net weighted average coupon as of March 31, 2016 is presented net of servicing and other fees.

(2) IOs and IIOs have no principal balances and bear interest based on a notional balance. The notional balance is used solely to determine interest distributions on interest-only class of securities. At March 31, 2016, the notional balance for Agency RMBS IOs and IIOs, Agency RMBS IOs and IIOs accounted for as derivatives, Non-Agency RMBS IOs and IIOs, Non-Agency RMBS IOs and IIOs accounted for as derivatives, Agency CMBS IOs and IIOs, and Agency CMBS IOs and IIOs accounted for as derivatives was $337.4 million, $342.9 million, $309.0 million, $24.2 million, $42.6 million and $235.7 million, respectively.

(3) Interest on these securities is reported as a component of Gain (loss) on derivative instruments, net.

(4) Other securities include residual interests in asset-backed securities which have no principal balance and an amortized cost of approximately $22.0 million.

The following table summarizes our MBS and other securities at fair value according to their estimated weighted average life classifications as of March 31, 2016 (dollars in thousands):

Weighted Average Life		Fair Value	Net Weighted Average Coupon(1)
Less than or equal to three years	$	67,656	5.1%
Greater than three years and less than or equal to five years		693,558	3.8%
Greater than five years and less than or equal to 10 years		1,558,748	3.7%
Greater than 10 years		273,456	4.7%
Total	$	2,593,418	4.0%

(1) Net weighted average coupon as of March 31, 2016 is presented net of servicing and other fees.

Table of Contents

Our Agency Portfolio

The following table summarizes certain characteristics of our Agency portfolio by issuer and investment category as of March 31, 2016 (dollars in thousands):

	Principal Balance	Amortized Cost	Fair Value	Net Weighted Average Coupon (1)
Agency RMBS 20-Year and 30-Year				
Fannie Mae	$ 1,071,446	$ 1,147,033	$ 1,164,193	4.1%
Freddie Mac	406,929	430,106	436,816	3.9
Total Agency RMBS 20-Year and 30-Year	1,478,375	1,577,139	1,601,009	4.0
Agency RMBS IOs and IIOs**(2)**				
Fannie Mae	N/A	9,472	10,183	3.1
Freddie Mac	N/A	16,079	15,729	2.6
Ginnie Mae	N/A	6,713	6,759	3.1
Total Agency RMBS IOs and IIOs**(2)**	N/A	32,264	32,671	2.8
Agency RMBS IOs and IIOs accounted for as derivatives**(2)**				
Fannie Mae	N/A	N/A	14,640	2.9
Freddie Mac	N/A	N/A	3,697	3.5
Ginnie Mae	N/A	N/A	16,828	4.1
Total Agency RMBS IOs and IIOs accounted for as derivatives **(2)**	N/A	N/A	35,165	3.5
Total: Agency RMBS	1,478,375	1,609,403	1,668,845	3.8
Agency CMBS				
Freddie Mac	17,478	17,478	16,731	3.9
Agency CMBS IOs and IIOs**(2)**				
Fannie Mae	N/A	1,486	1,652	3.9
Agency CMBS IOs and IIOs accounted for as derivatives**(2)**				
Ginnie Mae	N/A	N/A	9,848	0.7
Total: Agency CMBS	17,478	18,964	28,231	1.5
Total	$ 1,495,853	$ 1,628,367	$ 1,697,076	3.5%

(1) Net weighted average coupon as of March 31, 2016 is presented net of servicing and other fees.

(2) IOs and IIOs have no principal balances and bear interest based on a notional balance. The notional balance is used solely to determine interest distributions on the interest-only class of securities.

The following table details the constant prepayment rates for our Agency portfolio as of March 31, 2016, based on our Manager s estimates which are based on third party models, as adjusted by our Manager, and are updated quarterly on a prospective basis:

Constant Prepayment Rates	Low	High
Agency RMBS		
20-Year mortgage	8.00%	21.77%
30-Year mortgage	6.91%	28.49%
Agency RMBS IOs and IIOs	10.30%	27.37%
Agency RMBS IOs and IIOs accounted for as derivatives	6.06%	28.53%
Agency CMBS and Agency CMBS IOs and IIOs(1)	N/A	N/A
Agency CMBS IOs accounted for as derivatives(1)	N/A	N/A

(1) CMBS generally include prepayment restrictions; therefore, there are no Constant Prepayment Rates available.

Table of Contents

Our Non-Agency Portfolio

The following table presents the fair value and weighted average purchase price for each of our Non-agency RMBS categories, including IOs accounted for as derivatives, together with certain of their respective underlying loan collateral attributes and current performance metrics as of March 31, 2016 (fair value dollars in thousands):

		Weighted Average					
Category	Fair Value	Purchase Price	Life (Years)	Original LTV	Original FICO	60+ Day Delinquent	6-Month CPR
Prime	$ 67,532	$ 70.17	11.4	64.2%	721	15.8%	12.8%
Alt-A	318,652	77.35	11.7	68.6%	702	20.7%	11.7%
Subprime	56,638	61.37	12.3	71.0%	627	22.4%	8.2%
Total	$ 442,822	$ 74.21	11.7	68.2%	696	20.1%	11.4%

The following table presents certain characteristics of our Non-Agency CMBS portfolio as of March 31, 2016 (dollars in thousands):

				Weighted Average	
Type	Vintage	Principal Balance	Fair Value	Life (Years)	Original LTV
Conduit:					
	2006-2009	$ 279,518	$ 246,187	3.9	74.7%
	2010-2015	177,245	105,681	8.8	64.0%
		456,763	351,868	5.3	71.5%
Single Asset:					
	2010-2015	64,079	53,653	6.5	69.8%
Total		$ 520,842	$ 405,521	5.5	71.3%

The following table summarizes the credit ratings of our Non-agency RMBS, Non-agency CMBS and other securities based on fair value as of March 31, 2016:

Non-Agency RMBS Credit Rating (1)	Percentage	Non-Agency CMBS Credit Rating(1)	Percentage	Other Securities Credit Rating(1)	Percentage
BBB	0.2%	BBB	%	BBB	%
BBB-	%	BBB-	0.9%	BBB-	%
BB	%	BB	6.0%	BB	%
BB-	%	BB-	5.2%	BB-	%
B+	%	B+	2.1%	B+	%
B	%	B	14.4%	B	%
B-	2.6%	B-	10.2%	B-	%
Below B	80.2%	Below B	42.0%	Below B	19.4%
Not Rated	17.0%	Not Rated	19.2%	Not Rated	80.6%
Total	100.0%	Total	100.0%	Total	100.0%

(1) For securities for which one or two ratings are obtained, the lower rating is used. For securities for which three ratings are obtained, the middle rating is used. Ratings are obtained either from S&P or other rating agencies, stated in terms of the S&P equivalent.

The following table details information for our Non-Agency and other securities portfolio as of March 31, 2016, based on our Manager s estimates which are based on third party models, as adjusted by our Manager, and are updated quarterly on a prospective basis:

	Cumulative Default		**Cumulative Severity**		**Cumulative 5-Year CRR (1)**	
	Low	**High**	**Low**	**High**	**Low**	**High**
Non-Agency RMBS	3.50%	44.90%	20.00%	84.83%	2.77%	13.32%
Non-Agency RMBS IOs and IIOs	6.50%	40.60%	20.00%	67.63%	5.44%	10.87%
Non-Agency RMBS IOS and IIOs accounted for as derivatives	3.50%	9.96%	20.00%	52.31%	6.50%	12.64%
Non-Agency CMBS	N/A	N/A	N/A	N/A	N/A	N/A
Other securities	1.50%	31.37%	%	80.09%	6.00%	14.50%

(1) Conditional Repayment Rate

The mortgages underlying our Non-Agency RMBS and Non-Agency CMBS are located in various states across the United States and other countries. The following table presents the five largest concentrations by location for the mortgages collateralizing our Non-Agency RMBS and Non-Agency CMBS as of March 31, 2016 based on fair value (dollars in thousands):

	Non-Agency RMBS			Non-Agency CMBS	
	Concentration	Fair Value		Concentration	Fair Value
California	34.9%	$ 154,701	California	12.5%	$ 50,639
Florida	8.5%	37,514	New York	8.6%	35,010
New York	7.5%	33,353	Texas	7.5%	30,598
Virginia	4.2%	18,591	Florida	6.5%	26,422
Maryland	3.8%	17,003	Virginia	4.9%	19,765

We made investments in certain Non-Agency RMBS inverse floaters. The coupon rates on these securities have an inverse relationship to a benchmark rate. When the benchmark interest rate increases the coupon payment rate will decrease because the benchmark interest rate is deducted from the coupon payment. We generally purchased these securities at a premium. Accelerated prepayments on these bonds could result in an economic loss, as we would not recover the upfront premium. The premiums are amortized into income using the effective interest rate method. As of March 31, 2016 and December 31, 2015, we held $81.4 million and $79.1 million, respectively, in Non-Agency RMBS inverse floaters.

Our Whole-Loan Portfolio

Our Residential Whole-Loans are comprised of non-qualifying, mostly adjustable rate mortgages with low LTV s. The following table presents certain information about our Residential Whole-Loans investment portfolio at March 31, 2016 (dollars in thousands):

				Weighted Average			
Current Coupon Rate	Number of Loans	Principal Balance	Original LTV	Original FICO Score(1)	Expected Life (years)	Contractual Maturity (years)	Coupon Rate
3.01 4.00%	26	$ 6,662	56.0%	764	1.4	27.1	4.0%
4.01 5.00%	181	68,806	57.0%	725	1.3	27.2	4.5%
5.01 6.00%	285	116,469	54.9%	721	1.5	27.6	5.1%
6.01 7.00%	7	3,488	70.4%	731	1.3	22.4	6.4%
Total	499	$ 195,425	56.0%	724	1.4	27.4	4.8%

(1) The original FICO score is not available for 135 loans with a principal balance of approximately $56.8 million at March 31, 2016. We have excluded those loans from the weighted average computation.

The following table presents the U.S. states in which the collateral securing our Residential Whole-Loans at March 31, 2016 based on principal balance is located (dollars in thousands):

	State Concentration		Principal Balance
California	83.8%	$	163,725
Washington	6.2%		12,269
Massachusetts	5.7%		11,168
New York	2.6%		5,007
Georgia	0.8%		1,624
Other	0.9%		1,632
Total	100.0%	$	195,425

As of March 31, 2016, all of our Residential Whole-Loans were performing.

Table of Contents

Investment Activity

The following tables present our investment portfolio activity, for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

	For the three months ended March 31, 2016		
	Purchases	Principal Payments and Basis Recovery	Proceeds from Sales
Agency RMBS and Agency RMBS IOs and IIOs	$ 287,320	$ 43,442	$ 314,710
Non-Agency RMBS	5,418	15,068	82,801
Agency CMBS and Agency CMBS IOs and IIOs		1,046	6,776
Non-Agency CMBS		13,907	12,259
Other securities	700,836	1,496	750,226
Total MBS and other securities	$ 993,574	$ 74,959	$ 1,166,772
Residential Whole-Loans		17,221	
Total MBS and other securities: Including Whole-Loans and securitized commercial loan	$ 993,574	$ 92,180	$ 1,166,772

	For the three months ended March 31, 2015		
	Purchases	Principal Payments and Basis Recovery	Proceeds from Sales
Agency RMBS and Agency RMBS IOs and IIOs	$ 159,048	$ 79,694	$ 301,732
Non-Agency RMBS	128,066	18,940	207,594
Agency CMBS and Agency CMBS IOs and IIOs		1,009	
Non-Agency CMBS	31,403	426	27,543
Other securities	10,050	612	
Total MBS and other securities	$ 328,567	$ 100,681	$ 536,869
Residential Whole-Loans(1)	10,460	20	
Commercial Whole-Loan	8,750		
Total MBS and other securities: Including Residential and Commercial Whole-Loans	$ 347,777	$ 100,701	$ 536,869

(1) Purchases of Residential Whole-Loans include premiums of $230 thousand paid at acquisition.

The following table presents the vintage of our investment portfolio at March 31, 2016**:**

	2001	2003	2004	2005	2006	2007	2010	2011	2012	2013	2014	2015	2016	Total
Agency RMBS														

20-Year Mortgage									2.3%	11.0%	6.3%	1.5%		21.1%
30-Year Mortgage								0.1%	8.9%	7.3%	10.6%	4.4%	4.5%	35.8%
Agency Interest Only- Strips									0.6%	0.1%	0.3%			1.0%
Agency and Non-Agency Interest-Only Strips, accounted for as derivatives				0.2%	0.1%		0.1%	0.1%	0.7%	0.5%	0.1%			1.8%
Non-Agency RMBS		0.1%	0.3%	4.3%	3.7%	5.0%					0.3%	2.0%		15.7%
Agency and Non-Agency CMBS					4.8%	3.9%		1.1%	0.2%	0.1%	1.9%	2.9%		14.9%
Other securities	0.3%										0.5%	0.9%		1.7%
Residential Whole-Loans								0.3%	0.5%	4.1%	2.1%	0.2%		7.2%
Securitized commercial loan												0.8%		0.8%
Total	0.3%	0.1%	0.3%	4.5%	8.6%	8.9%	0.1%	1.6%	13.2%	23.1%	22.1%	12.7%	4.5%	100%

As of March 31, 2016 the weighted average expected remaining term to the expected maturity of our investment portfolio was 6.2 years.

Financing and Other Liabilities

We have entered into repurchase agreements to finance the vast majority of our investments. These agreements are secured by substantially all of our investments and bear interest at rates that have historically moved in close relationship to LIBOR. The following table summarizes our repurchase agreements and the fair value of the collateral pledged as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016		December 31, 2015	
Collateral	**Repurchase Agreement Borrowings Outstanding**	**Fair Value of Collateral Pledged (1)**	**Repurchase Agreement Borrowings Outstanding**	**Fair Value of MBS Collateral Pledged**
Agency RMBS	$ 1,591,880	$ 1,663,353	$ 1,601,713	$ 1,658,865
Non-Agency RMBS	295,369	442,742	380,177	530,110
Agency and Non-Agency CMBS	318,146	433,752	356,369	487,643
Whole-Loans and securitized commercial loan(1)	170,788	214,525	180,892	232,538
Other securities	26,946	47,999	66,650	101,099
Borrowings under repurchase agreements	2,403,129	2,802,371	2,585,801	3,010,255
Less unamortized debt issuance cost		N/A	134	N/A
Borrowings under repurchase agreements, net	$ 2,403,129	$ 2,802,371	$ 2,585,667	$ 3,010,255

(1) Repurchase borrowings and collateral pledged attributed to Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

Table of Contents

The following table presents our repurchase agreement borrowing activity, by type of collateral pledged, for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

	For the three months ended March 31, 2016		For the three months ended March 31, 2015	
Collateral	**Proceeds**	**Repayments**	**Proceeds**	**Repayments**
Agency RMBS	$ 2,223,705	$ 2,233,537	$ 3,705,263	$ 3,906,340
Non-Agency RMBS	457,464	542,273	610,403	677,387
Agency and Non-Agency CMBS	446,430	485,230	628,699	628,949
Whole-Loans and securitized commercial loan(1)	448,094	458,199	8,202	15
Other securities	200,067	239,771	122,375	118,719
Total	$ 3,775,760	$ 3,959,010	$ 5,074,942	$ 5,331,410

(1) Repurchase borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

At March 31, 2016, we had outstanding repurchase agreement borrowings with the following counterparties totaling approximately $2.4 billion:

(dollars in thousands) Repurchase Agreement Counterparties	Amount Outstanding	Percent of Total Amount Outstanding	Fair Value of Company Investments Held as Collateral(1)	Counterparty Rating(2)
Merrill Lynch Pierce Fenner & Smith Inc.	$ 469,611	19.6%	$ 485,589	A+
RBC (Barbados) Trading Bank Corporation	289,358	12.0%	376,371	P-1
Morgan Stanley & Co. LLC	274,637	11.4%	289,586	A+
Credit Suisse Securities (USA) LLC	249,792	10.4%	348,831	A
Barclays Capital Inc.	197,633	8.2%	242,126	A-
TD Securities (USA) LLC	158,860	6.6%	167,580	AA-
Deutsche Bank Securities LLC	124,076	5.2%	136,723	BBB+
BNP Paribas Securities Corporation	106,635	4.4%	112,711	A
RBC Capital Markets LLC	90,204	3.8%	94,862	AA-
Nomura Securities International, Inc.	74,088	3.1%	105,712	Unrated(3)
Mizuho Securities USA Inc.	64,392	2.7%	71,790	A
KGS-Alpha Capital Markets, L.P.	62,922	2.6%	66,380	Unrated
UBS AG, London Branch	59,397	2.5%	78,800	A
The Bank of Nova Scotia	57,609	2.4%	58,632	A+
JP Morgan Securities LLC	49,944	2.1%	56,133	A+
Deutsche Bank AG	49,124	2.0%	78,601	BBB+
All other counterparties (4)	24,847	1.0%	31,944	
Total	$ 2,403,129	100.0%	$ 2,802,371	

(1) Fair value of Company assets held as collateral includes Residential Whole-Loans and securitized commercial

loan owned through trust certificates with a fair value of $204.5 million and $13.3 million, respectively.

(2) The counterparty ratings presented above are the long-term issuer credit ratings as rated at March 31, 2016 by S&P, except for RBC (Barbados) Trading Bank Corporation which is the short-term issuer credit rating by Moody s at March 31, 2016.

(3) Nomura Holdings, Inc., the parent company of Nomura Securities International, Inc., is rated BBB+ by S&P at March 31, 2016.

(4) Represents amount outstanding with four counterparties each holds collateral valued less than 5% of our stockholders equity as security for our obligations under the applicable repurchase agreements as of March 31, 2016.

Table of Contents

At December 31, 2015, we had outstanding repurchase agreement borrowings with the following counterparties totaling approximately $2.6 billion:

(dollars in thousands) Repurchase Agreement Counterparties	Amount Outstanding(1)	Percent of Total Amount Outstanding	Fair Value of Company Investments Held as Collateral(2)	Counterparty Rating(3)
Merrill Lynch Pierce Fenner & Smith Inc.	$ 347,601	13.4%	$ 347,998	A
RBC (Barbados) Trading Bank Corporation	322,154	12.5%	420,564	P-1
Credit Suisse Securities (USA) LLC	310,897	12.0%	429,833	A
JP Morgan Securities LLC	301,424	11.7%	324,133	A+
Barclays Capital Inc.	222,058	8.6%	262,381	A-
UBS Securities LLC	143,318	5.5%	193,130	A
BNP Paribas Securities Corporation	123,181	4.8%	129,483	A+
Goldman Sachs Bank USA	117,897	4.6%	120,848	A
Deutsche Bank Securities LLC	110,610	4.3%	120,550	BBB+
TD Securities (USA) LLC	88,157	3.4%	92,686	AA-
Mizuho Securities USA Inc.	85,825	3.3%	96,008	(P)A2
KGS-Alpha Capital Markets, L.P.	72,778	2.8%	76,261	Unrated
Morgan Stanley & Co. LLC	67,110	2.6%	72,693	A
Nomura Securities International, Inc.	65,677	2.5%	79,196	Unrated(4)
Deutsche Bank AG	61,442	2.4%	90,260	BBB+
RBC Capital Markets LLC	59,695	2.3%	62,029	AA-
The Bank of Nova Scotia	58,801	2.3%	59,922	A+
All other counterparties (5)	27,176	1.0%	32,280	
Total	$ 2,585,801	100.0%	$ 3,010,255	

(1) Excludes unamortized debt issuance costs of $134 thousand.
(2) Fair value of Company assets held as collateral includes Residential Whole-Loans and securitized commercial loan owned through trust certificates with a fair value of $218.5 million and $14.0 million, respectively.
(3) The counterparty ratings presented above are the long-term issuer credit ratings as rated at December 31, 2015 by S&P, except for Mizuho Securities USA Inc. which is the long-term issuer credit rating by Moody s at December 31, 2015 and for RBC (Barbados) Trading Bank Corporation which is the short-term issuer credit rating by Moody s at December 31, 2015.
(4) Nomura Holdings, Inc., the parent company of Nomura Securities International, Inc., is rated BBB+ by S&P at December 31, 2015.
(5) Represents amount outstanding with four counterparties each holds collateral valued less than 5% of our stockholders equity as security for our obligations under the applicable repurchase agreements as of December 31, 2015.

We record the liability for MBS and other securities purchased, for which settlement has not taken place as an investment related payable. As of March 31, 2016, we had investment related payables of $18.0 million of which no items were outstanding greater than 30 days.

The following table presents our repurchase agreement borrowings by type of collateral pledged as of March 31, 2016 and March 31, 2015, and the respective Cost of Funds for the periods then ended (dollars in thousands):

Collateral

	Balance (GAAP) March 31, 2016	Weighted Average Cost of Funds for the three months ended March 31, 2016	Balance (GAAP) March 31, 2015	Weighted Average Cost of Funds for the three months ended March 31, 2015
Agency RMBS	$ 1,591,880	0.74%	$ 2,793,272	0.40%
Non-Agency RMBS	295,369	2.09	413,517	1.53
Agency and Non-Agency CMBS	318,146	2.03	345,903	1.53
Whole-Loans and securitized commercial loan (1)	170,788	2.59	13,117	1.33
Other securities	26,946	2.65	83,130	1.61
Total	$ 2,403,129	1.29%	$ 3,648,939	0.65%

(1) Repurchase borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

Table of Contents

The following table presents our repurchase agreement borrowings by type of collateral pledged as of March 31, 2016 and March 31, 2015, and the respective Effective Cost of Funds (Non-GAAP financial measure) for the periods then ended (dollars in thousands), see Non-GAAP financial measures :

Collateral	Balance (Non-GAAP) March 31, 2016	Weighted Average Effective Cost of Funds for the three months ended March 31, 2016 (1)	Balance (Non-GAAP) March 31, 2015	Weighted Average Effective Cost of Funds for the three months ended March 31, 2015 (1)
Agency RMBS	$ 1,591,880	0.74%	$ 2,793,272	0.57%
Non-Agency RMBS	295,369	2.09	413,517	1.53
Agency and Non-Agency CMBS	318,146	2.03	345,903	1.53
Whole-Loans and securitized commercial loans(2)	170,788	2.59	13,117	1.33
Other securities	26,946	2.65	83,130	1.61
Interest rate swaps	n/a	1.40	n/a	0.16
Total	$ 2,403,129	2.70%	$ 3,648,939	0.81%

(1) The effective cost of funds for the three months ended March 31, 2016 and March 31, 2015, are calculated on an annualized basis and include interest expense for the periods and net periodic interest payments on interest rate swaps, net of premium amortization on MAC swaps, of approximately $8.4 million and $1.4 million, respectively. While swaps are not accounted for using hedge accounting, such instruments are viewed by us as an economic hedge against increases in interest rates on our liabilities and are classified as tax hedges for purposes of satisfying the REIT requirements. See Non-GAAP Financial Measures.

(2) Repurchase agreement borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

The following table presents our average repurchase agreement borrowings, excluding unamortized debt issuance costs, by type of collateral pledged for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

Collateral	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Agency RMBS	$ 1,495,608	$ 3,023,797
Non-Agency RMBS	339,710	456,597
Agency and Non-Agency CMBS	337,711	354,500
Whole-Loans and securitized commercial loan (1)	178,488	8,843
Other securities	52,014	83,584
Total	$ 2,403,531	$ 3,927,321
Maximum borrowings during the period(2)	2,403,129	3,988,180

(1) Repurchase agreement borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.
(2) Amount represents the maximum borrowings at month-end during each of the respective periods.

Derivative Instruments. As of March 31, 2016, we had entered into interest rate swaps designed to mitigate the effects of increases in interest rates under a portion of our repurchase agreements as such repurchase agreements are renewed and/or extended. The interest rate swaps generally provide for fixed interest rates that are indexed off of LIBOR and are viewed by us to effectively fix the floating interest rates, on our repurchase agreements. In managing our interest rate swap position in conjunction with our hedging strategy and potential tax implications, we may enter into variable-rate payment swaps which effectively act as an offset to fixed-rate payment swaps As of March 31, 2016, we have entered into approximately $282.8 million of interest rate swaps to effectively fix the interest rate of our borrowings under our repurchase agreements; net of variable-rate payment interest rate swaps of approximately $3.7 billion, and excluding forward starting interest rate swaps of $1.7 billion.

The following tables present information about our fixed pay rate interest rate swaps as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016				
Remaining Interest Rate Swap Term	**Notional Amount**	**Fair Value Asset (Liability), net**	**Average Fixed Pay Rate**	**Average Maturity (Years)**	**Forward Starting**
Greater than 1 year and less than 3 years	$ 980,900	$ (1,287)	1.1%	2.0	89.2%
Greater than 3 years and less than 5 years	2,011,200	(57,781)	1.9	4.6	33.8
Greater than 5 years	2,654,600	(255,837)	2.6	9.6	4.1
Total	$ 5,646,700	$ (314,905)	2.1%	6.5	29.5%

Table of Contents

	December 31, 2015				
Remaining Interest Rate Swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Fixed Pay Rate	Average Maturity (Years)	Forward Starting
1 year or less	$ 1,286,000	$ 163	0.6%	0.6	%
Greater than 1 year and less than 3 years	1,131,800	(1,450)	1.1	1.4	
Greater than 3 years and less than 5 years	1,345,200	(22,705)	2.1	4.6	
Greater than 5 years	2,404,600	(131,744)	2.8	10.2	29.5
Total	$ 6,167,600	$ (155,736)	1.9%	5.4	11.5%

The following tables present information about our variable pay rate interest rate swaps as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016				
Remaining Interest Rate swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Variable Pay Rate	Average Maturity (Years)	Forward Starting
Greater than 3 years and less than 5 years	$ 1,998,600	$ 25,321	0.6%	4.5	%
Greater than 5 years	1,700,300	66,365	0.6	10.5	
Total	$ 3,698,900	$ 91,686	0.6%	7.2	%

	December 31, 2015				
Remaining Interest Rate swap Term	Notional Amount	Fair Value Asset (Liability), net	Average Variable Pay Rate	Average Maturity (Years)	Forward Starting
Greater than 3 years and less than 5 years	$ 1,170,700	$ (8,902)	0.4%	4.5	%
Greater than 5 years	1,102,200	(4,032)	0.4	12.3	
Total	$ 2,272,900	$ (12,934)	0.4%	8.2	%

The following tables present information about our interest rate swaptions as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016			
	Option		Underlying Swap	
Fixed-Pay Rate for Underlying Swap	Fair Value	Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
2.26 2.50%	$	2.8	$ 105,000	1.0
	$	2.8	$ 105,000	1.0

	December 31, 2015			
	Option		Underlying Swap	
Fixed-Pay Rate for Underlying Swap	Fair Value	Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
1.76 2.00%	$ 890	2.1	$ 400,000	5.0

2.01	2.25%		129	2.1		100,000	5.0
2.26	2.50%		1	5.8		105,000	1.0
		$	1,020	2.7	$	605,000	4.3

Table of Contents

	December 31, 2015			
	Option		Underlying Swap	
Variable-Pay Rate for Underlying Swap	Fair Value	Weighted Average Months Until Option Expiration	Notional Amount	Weighted Average Swap Term (Years)
1.26 1.50%	$ 459	2.1	$ 500,000	5.0
	$ 459	2.1	$ 500,000	5.0

We also purchased or shorted TBAs. As of March 31, 2016 and December 31, 2015, we had contracts to purchase (long position) and sell (short position) TBAs on a forward basis. Following is a summary of our long and short TBA positions reported in Derivative assets, at fair value and Derivative liability, at fair value in the Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016		December 31, 2015	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Purchase contracts, asset	$ 900,000	$ 2,059	$ 1,650,000	$ 3,268
TBA securities, asset	900,000	2,059	1,650,000	3,268
Sale contracts, liability	(450,000)	(826)	(825,000)	(893)
TBA securities, liability	(450,000)	(826)	(825,000)	(893)
TBA securities, net	$ 450,000	$ 1,233	$ 825,000	$ 2,375

The following table presents additional information about our contracts to purchase and sell TBAs for the three months ended March 31, 2016 (dollars in thousands):

	Notional Amount as of December 31, 2015	Additions	Settlement, Termination, Expiration or Exercise	Notional Amount as of March 31, 2016
Purchase of TBAs	$ 1,650,000	$ 2,550,000	$ (3,300,000)	$ 900,000
Sale of TBAs	$ 825,000	$ 2,925,000	$ (3,300,000)	$ 450,000

We also enter into Eurodollar, Volatility Index and U.S. Treasury futures. As of March 31, 2016, we had entered into contracts to buy (long position) U.S. Treasuries with a notional amount of $343.1 million, a fair value in a liability position of $1.8 million and an expiration date of June 2016. As of December 31, 2015, we had entered into contracts to buy (long position) U.S. Treasuries with a notional amount of $480.8 million, a fair value in a liability position of $635 thousand and an expiration date of March 2016.

We have invested in and, in the future, may invest in additional assets which are denominated in a currency or currencies other than U.S. dollars. Similarly, we have and may in the future, finance such assets in a currency or currencies other than U.S. dollars. In order to mitigate the impact to us, we may enter into derivative financial instruments, including foreign currency swaps and foreign currency forwards, to manage fluctuations in the valuation between U.S. dollars and such foreign currencies. Foreign currency swaps involve the payment of a foreign currency at fixed interest rate on a fixed notional amount and the receipt of

U.S. dollars at a fixed interest rate on a fixed notional amount. Foreign currency forwards provide for the payment of a fixed amount of a foreign currency in exchange for a fixed amount of U.S. dollars at a date certain in the future. The carrying value of foreign currency swaps and forwards is included in Derivative assets (liabilities), at fair value in the Consolidated Balance Sheets with changes in valuation included in Gain (loss) on derivative instruments, net in the Consolidated Statement of Operations. The following is a summary of our foreign currency forwards at March 31, 2016 and December 31, 2015 (dollars and euros in thousands):

	March 31, 2016					
Derivative Type	**Notional Amount**		**Notional (USD Equivalent)**	**Maturity**		**Fair Value**
Buy EUR/Sell USD currency forward	1,490	$	1,622	April 2016	$	77
Currency forwards, assets	1,490	$	1,622	n/a	$	77
Buy USD/Sell EUR currency forward	5,083	$	5,538	April 2016	$	(256)
Currency forwards, liabilities	5,083	$	5,538	n/a	$	(256)
Total currency forwards	6,573	$	7,160	n/a	$	(179)

68

Table of Contents

	December 31, 2015					
Derivative Type	Notional Amount		Notional (USD Equivalent)	Maturity		Fair Value
Buy USD/Sell EUR currency forward	5,083	$	5,825	January 2016	$	302
Currency forwards, assets	5,083	$	5,825	n/a	$	302
Buy EUR/Sell USD currency forward	6,800	$	7,671	January 2016	$	(281)
Currency forwards, liabilities	6,800	$	7,671	n/a	$	(281)
Total currency forwards	11,883	$	13,496	n/a	$	21

The following is a summary of our foreign currency swaps with a fair value of $2.6 million and $7.2 million at March 31, 2016 and December 31, 2015, respectively (dollars and euros in thousands):

March 31, 2016

	Date entered	Maturity	Fixed Rate	Denomination	Notional Amount
Payer	June 2014	July 2024	7.25%	EUR	8,500
Receiver	June 2014	July 2024	9.005%	USD	11,560

December 31, 2015

	Date entered	Maturity	Fixed Rate	Denomination	Notional Amount
Payer	June 2014	July 2024	7.25%	EUR	18,500
Receiver	June 2014	July 2024	9.005%	USD	25,160

Results of Operations

General

For the three months ended March 31, 2016, we had net loss of $36.3 million or $0.88 per basic and diluted weighted average common share, compared to net income of $14.1 million or $0.34 per basic and diluted weighted average common share for the three months ended March 31, 2015. Our results of operations, for the three months ended March 31, 2016, were significantly impacted by a smaller investment portfolio coupled with a higher average cost of funds. Additionally our investment portfolio experienced declines in the fair value, specifically our CMBS investments as a result of generally widening spreads on our investments.

Net Interest Income

The following table sets forth certain information regarding our net investment income for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

Period Ended	Average Amortized Cost of Assets	Total Interest Income(1)	Yield on Average Assets	Average Balance of Borrowings	Total Interest Expense	Average Cost of Funds(2)	Net Interest Income	Net Interest Spread
March 31, 2016								
Agency RMBS	$ 1,563,878	$ 8,818	2.27%	$ 1,495,608	$ 2,765	0.74%	$ 6,053	1.53%
Non-Agency RMBS	466,409	7,941	6.85%	339,710	1,767	2.09%	6,174	4.76%
Agency and Non-Agency CMBS	471,168	8,931	7.62%	337,711	1,706	2.03%	7,225	5.59%
Residential Whole-Loans	205,689	1,866	3.65%	171,620	1,099	2.58%	767	1.07%
Securitized commercial loan	25,000	569	9.15%	17,868	299	6.73%	270	2.42%
Other Securities	104,536	1,493	5.74%	52,014	343	2.65%	1,150	3.09%
Total	$ 2,836,680	$ 29,618	4.20%	$ 2,414,531	$ 7,979	1.33%	$ 21,639	2.87%

Table of Contents

March 31, 2015								
Agency RMBS	$ 3,020,438	$ 22,044	2.96%	$ 3,023,797	$ 2,979	0.40%	$ 19,065	2.56%
Non-Agency RMBS	620,981	9,442	6.17%	456,597	1,727	1.53%	7,715	4.64%
Agency and Non-Agency CMBS	459,085	7,477	6.61%	354,500	1,335	1.53%	6,142	5.08%
Residential Whole-Loans	11,233	70	2.53%	8,843	29	1.33%	41	1.20%
Commercial Whole-Loans	3,889	74	7.72%			%	74	7.72%
Other Securities	112,784	1,699	6.11%	83,584	332	1.61%	1,367	4.50%
Total	$ 4,228,410	$ 40,806	3.91%	$ 3,927,321	$ 6,402	0.65%	$ 34,404	3.26%

(1) Amount includes net (amortization of premiums), accretion of discounts and (amortization/recovery of basis) of approximately $(8.5) million for Agency RMBS, approximately $(1.8) million for Non-Agency RMBS, approximately $1.4 million for Agency and Non-Agency CMBS, approximately $(597) thousand for Residential Whole-Loans and $798 thousand for other securities for the three months ended March 31, 2016. For the three months ended March 31, 2015, amount includes net (amortization of premiums), accretion of discounts and (amortization/recovery of basis) of approximately $(15.4) million for Agency RMBS, approximately $(2.4) million for Non-Agency RMBS, approximately $575 thousand for Agency and Non-Agency CMBS, approximately $(46) thousand for Residential Whole-Loans and approximately $431 thousand for other securities.

(2) For the three months ended March 31, 2016 and March 31, 2015, cost of funds does not include accrual and settlement of interest, net of premium amortization on MAC swaps, of approximately $8.4 million and $1.4 million associated with derivative instruments. In accordance with GAAP, such costs are included in gain (loss) on derivative instruments, in the Consolidated Statement of Operations.

For the three months ended March 31, 2016 and March 31, 2015, we earned interest income on our investments of approximately $29.6 million and $40.8 million, and incurred interest expense, which primarily related to our borrowings under repurchase of approximately $8.0 million and $6.4 million, respectively. The decrease in interest income for the three months ended March 31, 2016 compared to the three months ended March 31, 2015 was primarily the result of an overall smaller investment portfolio which was offset by a higher yield on our investment portfolio due to our strategic shift to deploy capital to credit-sensitive investments, generating higher yields and spreads, relative to our Agency RMBS. Our yield on average assets increased to 4.20% from 3.91%. Our higher borrowing costs were a result of: (i) the increase in interest rates and (ii) increased interest costs associated with financing our credit-sensitive investments which generally have higher interest rates than repurchase agreements on Agency RMBS. The increase was partially offset by lower average repurchase agreement borrowings. Our average borrowings decreased from $3.9 billion to $2.4 billion, while the average cost of funds for the same periods, increased from 0.65% to 1.33%. While the yield on our investments increased our average cost of funds also increased for the three months ended March 31, 2016, resulting in a decrease in net interest spread to 2.87% for the three months ended March 31, 2016 from 3.26% for the three months ended March 31, 2015. Other factors impacting interest income include assumptions pertaining prepayments, defaults and loss severity on our credit sensitive portfolio.

Other income (loss), net

Realized gain (loss) on investments

The mortgage and structured securities markets remain dynamic and, at times, volatile markets. Our Manager regularly reviews the characteristics of our portfolio and may make changes to our portfolio in order to adjust such portfolio characteristics in response to and/or anticipation of changing market conditions in an effort to achieve the appropriate risk reward ratio. Accordingly, due to changes in market conditions or expected changes in market conditions, we sold these MBS and other assets in order to adjust the overall characteristics of our portfolio.

The following tables present the sales and realized gains (loss) of our investments for each of the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

	For the three months ended March 31, 2016			
	Proceeds	**Gross Gains**	**Gross Losses**	**Net Gain (Loss)**
Agency RMBS (1)	$ 310,480	$ 5,250	$ (5,151)	$ 99
Non-Agency RMBS	82,801	1,219	(4,244)	(3,025)
Agency and Non-Agency CMBS	19,035		(2,838)	(2,838)
Other securities	750,226	1,818	(2,109)	(291)
Total	$ 1,162,542	$ 8,287	$ (14,342)	$ (6,055)

(1) Excludes proceeds for Agency Interest-Only Strips, accounted for as derivatives, of approximately $4.2 million, gross realized gains of $300 thousand and gross realized losses of $0.

Table of Contents

	For the three months ended March 31, 2015			
	Proceeds	Gross Gains	Gross Losses	Net Gain (Loss)
Agency RMBS (1)	$ 301,732	$ 290	$ (2,897)	$ (2,607)
Non-Agency RMBS	207,594	9,761	(174)	9,587
Agency and Non-Agency CMBS	27,543	488		488
Total	$ 536,869	$ 10,539	$ (3,071)	$ 7,468

(1) Excludes gross realized gains of $(2) thousand for Agency Interest-Only Strips, accounted for as derivatives, as a result of the settlement of prior year sales in January 2015.

Unrealized gain (loss), net

With respect to our investments and securitized debt, we elected the fair value option and, as a result, we record the change in fair value related to these investments and securitized debt in earnings. The change in unrealized gain (loss) is directly attributable to changes in market pricing on the underlying investments and securitized debt during the period. For the three months ended March 31, 2016, unrealized gain (loss), net was $11.6 million decreasing from $28.4 million for the three months ended March 31, 2015. The decrease was a result of an average smaller investment portfolio and a decrease in the fair value of our CMBS from a lower average price as a result of mortgage spreads widening.

The following table presents the net unrealized gains and losses we recorded on our investments and securitized debt (dollars in thousands):

	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Agency RMBS	$ 18,108	$ 23,535
Non-Agency RMBS	9,593	2,855
Agency and Non-Agency CMBS	(16,384)	308
Whole-Loans	(778)	397
Other securities	(353)	1,315
Securitized debt	583	
Total	$ 10,769	$ 28,410

Other than temporary impairment

With respect to our portfolio, OTTI is generally recorded when the credit quality of the underlying collateral deteriorates and or the expected payments on our IO securities, which are not characterized as derivatives, are faster than previously projected. The credit deterioration could be as a result of, but not limited to increased projected realized losses, foreclosures, delinquencies and the likelihood of the borrower being able to make payments in the future. Generally, a prepayment occurs when the collateral securing a loan is sold or transferred and/or the loan has a higher interest rate relative to current interest rates and lenders are willing to extend credit at the lower current interest rate. During the first quarter of 2016, we experienced an increase in OTTI as a result of an increase in expected payments being faster than previously projected.

71

Table of Contents

The following table presents the other-than-temporary impairments we recorded on our securities portfolio (dollars in thousands):

	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Agency RMBS	$ 727	$ 1,122
Non-Agency RMBS	4,917	2,667
Agency and Non-Agency CMBS	2,785	599
Other securities	2,368	263
Total	$ 10,797	$ 4,651

Gain (loss) on derivatives, net

For the three months ended March 31, 2016:

Description	Realized Gain (Loss), net	Contractual interest income (expense), net(1)	Return (Recovery) of Basis	Mark-to-market adjustments	Total
Interest rate swaps	$ (3,605)	$ (8,595)	$ 167	$ (54,248)	$ (66,281)
Interest rate swaptions	(712)			1,309	597
Agency and Non-Agency Interest-Only Strips accounted for as derivatives	300	4,146	(3,383)	(3,679)	(2,616)
Options	4,756				4,756
Futures contracts	14,316			(1,159)	13,157
Foreign currency forwards	(28)			(200)	(228)
Foreign currency swaps	3,942	113		(4,569)	(514)
Total return swaps	8	221		(866)	(637)
TBAs	7,739			(1,143)	6,596
Total	$ 26,716	$ (4,115)	$ (3,216)	$ (64,555)	$ (45,170)

(1) Contractual interest income (expense), net on derivative instruments includes interest settlement paid or received.

For the three months ended March 31, 2015:

Description	Realized Gain (Loss), net	Contractual interest income (expense), net(1)	Return (Recovery) of Basis	Mark-to-market adjustments	Total
Interest rate swaps	$ (1,049)	$ (1,784)	$ 371	$ (53,205)	$ (55,667)
Interest rate swaptions	713			(873)	(160)

Agency and Non-Agency Interest-Only Strips accounted for as derivatives	(2)	5,654	(4,478)	(2,395)	(1,221)
Futures contracts				(74)	(74)
Foreign currency forwards	646			(1,195)	(549)
Foreign currency swaps		216		4,356	4,572
TBAs	7,448			(2,651)	4,797
Total	$ 7,756	$ 4,086	$ (4,107)	$ (56,037)	$ (48,302)

(1) Contractual interest income (expense), net on derivative instruments includes interest settlement paid or received.

In order to mitigate interest rate risk resulting from our future repurchase agreement borrowings, we entered into interest rate swaps with an aggregate notional amount of approximately $9.3 billion, of which $1.7 billion are forward starting. As of March 31, 2016, our effective swaps are comprised of approximately $4.0 billion fixed pay rate swaps and $3.7 billion are variable pay swaps, which effectively fix (for the life of the swap) the floating interest rate of approximately $282.8 million of borrowings. We also entered into interest rate swaptions with an aggregate notional amount of approximately $105.0 million at March 31, 2016. Similarly, we have entered into currency swaps and currency forwards with an aggregate notional amount of approximately $18.7 million (15.1 million) in order to mitigate our foreign currency risk on our euro denominated assets and liabilities. The fair value of our interest rate swaps declined as a result of the swap spreads tightening. While not designated as a hedge for accounting purposes, our current and future interest rate swaps, interest rate swaptions, foreign currency swaps and foreign currency forwards are, collectively viewed as an economic hedge on a portion of our floating-rate borrowings and foreign currency rate exposure, respectively. Since we do not apply hedge accounting for these instruments, we record the change in fair value related to such agreements in earnings in Gain (loss) on derivative instruments, net. Included in Gain (loss) on derivative instruments, net in our Consolidated Statement of Operations are the net interest rate swap payments and currency payments (including accrued amounts) associated with these instruments.

Other, net

For the three months ended March 31, 2016 other loss was $332 thousand of which $575 thousand was related to net foreign currency loss which was partially offset by miscellaneous net interest income on cash collateral for our derivative and repurchase agreements. For the three months ended March 31, 2015, other income was approximately $2.4 million of which approximately $2.4 million was related to net foreign currency gain and the balance comprised of miscellaneous interest income/ expense on cash collateral for our derivatives and repurchase agreements. Generally, our foreign currency denominated investments are financed with repurchase agreements in the same currency. We recognize a gain or loss in foreign currency exchange, depending on the movement of the exchange rates during the period.

Expenses

General and Administrative Expenses

We incurred general and administrative expenses of approximately $3.6 million and $2.9 million for the three months ended March 31, 2016 and March 31, 2015, respectively, which represents professional fees, insurance, non-cash stock based compensation and overhead costs of the Company. The increase in general and administrative expenses from 2016 over 2015 is primarily due to an increase in audit, internal audit, outsourced accounting fees and clearinghouse fees related to our derivative instruments.

Management Fee Expense

We incurred management fee expense of approximately $2.8 million and $2.7 million for the three months ended March 31, 2016 and March 31, 2015, respectively, of which approximately $2.8 million was payable at March 31, 2016 to our Manager under the Management Agreement. Pursuant to the terms of the Management Agreement, our Manager is paid a management fee equal to 1.5% per annum of our stockholders equity (as defined in the Management Agreement), calculated and payable (in cash) quarterly in arrears.

The management fees, expense reimbursements and the relationship between our Manager and us are discussed further in Note 10, Related Party Transactions, to the financial statements contained in this Quarterly Report on Form 10-Q.

Book Value Per Share

As of March 31, 2016 and December 31, 2015, our book value per common share was $10.90 and $12.21, respectively.

Non-GAAP Financial Measures

Total interest income including interest income on Agency and Non-Agency Interest-Only Strips classified as derivatives and Effective Cost of Funds (as defined below) for the three months ended March 31, 2016 and March 31, 2015, constitute a Non-GAAP financial measures within the meaning of Regulation G promulgated by the SEC. We believe that the measures presented in this Quarterly Report on Form 10-Q, when considered together with U.S. GAAP financial measures, provide information that is useful to investors in understanding our borrowing costs and net interest income, as viewed by us. An analysis of any Non-GAAP financial measure should be made in conjunction with results presented in accordance with GAAP.

For purposes of evaluating operating results, we believe it is useful to present investors with additional information pertaining to the net interest margin generated by our portfolio. Net interest margin is gross interest, adjusted for amortization/accretion of bond premium/discount, less interest expense or financing cost. GAAP requires that certain of our Agency and Non-Agency Interest Only Strips be treated as derivatives and, accordingly, the interest income associated with these securities be included with Gain (loss) on derivative instruments, net in our Consolidated Statement of Operations. Accordingly, in order to determine the gross interest income generated by our IO and IIO securities which are classified as derivatives, we calculate the interest income on these securities as if they were not derivatives. In addition, we include the net interest income on foreign currency swaps and total return swaps in Non-GAAP total interest income.

Table of Contents

The following table sets forth certain information regarding our net investment income for the three months ended March 31, 2016 and March 31, 2015 (dollars in thousands):

Non- GAAP Financial Measures:

Period Ended	Average Amortized Cost of Assets(1)	Total Interest Income(2)	Yield on Average Assets(1)	Average Balance of Borrowings	Total Interest Expense(3)	Average Effective Cost of Funds	Net Interest Income	Net Interest Spread
March 31, 2016								
Agency RMBS	$ 1,607,930	$ 9,353	2.34%	$ 1,495,608	$ 2,765	0.74%	$ 6,588	1.60%
Non-Agency RMBS	469,161	8,051	6.90%	339,710	1,767	2.09%	6,284	4.81%
Agency and Non-Agency CMBS	482,274	9,162	7.64%	337,711	1,706	2.03%	7,456	5.61%
Residential Whole-Loans	205,689	1,866	3.65%	171,620	1,099	2.58%	767	1.07%
Securitized commercial loan	25,000	569	9.15%	17,868	299	6.73%	270	2.42%
Other Securities	104,536	1,493	5.74%	52,014	343	2.65%	1,150	3.09%
Total return swaps	6,729	221	13.21%	n/a	n/a	n/a	221	13.21%
Interest rate swaps	n/a	n/a	n/a	n/a	8,428	1.40%	(8,428)	(1.40)%
Total	$ 2,901,319	$ 30,715	4.26%	$ 2,414,531	$ 16,407	2.73%	$ 14,308	1.53%
March 31, 2015								
Agency RMBS	$ 3,090,912	$ 22,979	3.02%	$ 3,023,797	$ 2,979	0.40%	$ 20,000	2.62%
Non-Agency RMBS	624,315	9,561	6.21%	456,597	1,727	1.53%	7,834	4.68%
Agency and Non-Agency CMBS	474,208	7,815	6.68%	354,500	1,335	1.53%	6,480	5.15%
Residential Whole-Loans	11,233	70	2.53%	8,843	29	1.33%	41	1.20%
Commercial Whole-Loans	3,889	74	7.72%			%	74	7.72%
Other Securities	112,784	1,699	6.11%	83,584	332	1.61%	1,367	4.50%
Interest rate swaps	n/a	n/a	n/a	n/a	1,413	0.16%	(1,413)	(0.16)%
Total	$ 4,317,341	$ 42,198	3.97%	$ 3,927,321	$ 7,815	0.81%	$ 34,383	3.16%

(1) Includes Agency and Non-Agency Interest-Only Strips accounted for as derivatives.

(2) Amounts for the three months ended March 31, 2016 include net (amortization of premiums), accretion of discounts and (amortization/recovery of basis) of approximately $(12.2) million. This amount is composed of approximately $(8.5) million for Agency RMBS included in interest income, approximately $(1.8) million for Non-Agency RMBS included in interest income, approximately $1.4 million for Agency and Non-Agency CMBS included in interest income, approximately $(597) thousand for Residential Whole-Loans included in interest income, approximately $798 thousand for Other securities included in interest income and approximately $(3.4) million of amortization/recovery of basis on Agency and Non-Agency Interest-Only Strips accounted for as derivatives (Non-GAAP measure), not reported in interest income for GAAP (included in Loss on derivative instruments). For the three months ended March 31, 2015 include net (amortization of premiums), accretion of discounts and (amortization/recovery of basis) of approximately $(21.3) million. This amount is composed of approximately $(15.4)

million for Agency RMBS included in interest income, approximately $(2.4) million for Non-Agency RMBS included in interest income, approximately $575 thousand for Agency and Non-Agency CMBS included in interest income, approximately $(46) thousand for Residential Whole-Loans included in interest income, approximately $431 thousand for Other securities included in interest income and approximately $(4.5) million of amortization/recovery of basis on Agency and Non-Agency Interest-Only Strips accounted for as derivatives (Non-GAAP measure), not reported in interest income for GAAP (included in Loss on derivative instruments).

(3) Includes the net amount paid, including accrued amounts and premium amortization for MAC interest rate swaps during the period included in loss on derivative instruments for GAAP.

Table of Contents

We have supplemented our discussion of GAAP net interest income discussed above, with a discussion below of our net interest rate spread including interest income (expense) on Agency and Non-Agency Interest-Only Strips accounted as derivatives and net interest income (expenses), net incurred on swaps, a Non-GAAP measure, defined below, which gives a more concise view of our hedged portfolio as a whole.

Our effective gross yield, a non-GAAP measure, for the three months ended March 31, 2016 and March 31, 2015 was 4.26% and 3.97%, respectively. Our effective gross yield, a non-GAAP measure, increased for the three months ended March 31, 2016 and 2015 due to the change in composition of our portfolio to more credit-oriented assets. Our effective cost of funds, a non-GAAP measure, for the three months ended March 31, 2016 and March 31, 2015 was 2.73% and 0.81%, respectively. The increase in our effective cost of funds for the three months ended March 31, 2016 was a result of: (i) the increase in interest rates, (ii) increased interest costs associated with financing our credit-sensitive investments which generally have higher interest rates than repurchase agreements on Agency RMBS and (iii) the increase in the average effective notional of our net current pay-fixed interest rate swap. The increase was partially offset by lower average repurchase agreement borrowings.

The following table reconciles total interest income to interest income including interest income on Agency and Non-Agency Interest-Only Strips classified as derivatives (Non-GAAP financial measure) for the three months ended March 31, 2016 and March 31, 2015:

(dollars in thousands)	**For the three months ended March 31, 2016**	**For the three months ended March 31, 2015**
Coupon interest income	$ 38,399	$ 57,680
Premium accretion, discount amortization and amortization of basis, net	(8,781)	(16,874)
Interest income	$ 29,618	$ 40,806
Contractual interest income, net of amortization of basis on Agency and Non-Agency Interest-Only Strips, classified as derivatives(1):		
Coupon interest income	$ 4,146	$ 5,654
Amortization of basis (Non-GAAP Financial Measure)	(3,383)	(4,478)
Contractual interest income, net on Foreign currency swaps(1)	113	216
Contractual interest income, net on Total return swaps(1)	221	
Subtotal	1,097	1,392
Total interest income, including interest income on Agency and Non-Agency Interest-Only Strips, classified as derivatives and other derivative instruments - Non-GAAP Financial Measure	$ 30,715	$ 42,198

(1) Reported in gain (loss) on derivative instruments in the Consolidated Statement of Operations.

Effective Cost of Funds includes the net interest component related to our interest rate. While we have not elected hedge accounting for these instruments, such derivative instruments are viewed by us as an economic hedge against increases in future market interest rates on our liabilities and are characterized as hedges for purposes of satisfying the REIT requirements and therefore the Effective Cost of Funds reflects interest expense adjusted to include the realized loss (i.e., the interest expense component) for all of our interest rate swaps.

The following table reconciles the Effective Cost of Funds (Non-GAAP financial measure) with interest expense for the three months ended March 31, 2016 and March 31, 2015:

	For the three months ended March 31, 2016		For the three months ended March 31, 2015	
(dollars in thousands)	**Reconciliation**	**Cost of Funds/Effective Borrowing Costs**	**Reconciliation**	**Cost of Funds/Effective Borrowing Costs**
Interest expense	$ 7,979	1.33%	$ 6,402	0.65%
Net interest paid - interest rate swaps	8,428	1.40%	1,413	0.16%
Effective Borrowing Costs	$ 16,407	2.73%	$ 7,815	0.81%
Weighted average repurchase borrowings	$ 2,414,531		$ 3,927,321	

Table of Contents

Core Earnings

Our Core Earnings were approximately $8.8 million and $29.5 million for the three months ended March 31, 2016 and March 31, 2015, respectively. Core Earnings is a Non-GAAP financial measure that is used by us to approximate cash yield or income associated with our portfolio and is defined as GAAP net income (loss) as adjusted, excluding: (i) net realized gain (loss) on investments and termination of derivative contracts; (ii) net unrealized gain (loss) on investments; (iii) net gain (loss) resulting from mark-to-market adjustments on derivative contracts; (iv) other than temporary impairment; (v) non-cash stock-based compensation expense; and (vi) one-time events pursuant to changes in GAAP and certain other non-cash charges after discussions between us, our Manager and our independent directors and after approval by a majority of the our independent directors.

In order to evaluate the effective yield of the portfolio, we use Core Earnings to reflect the net investment income of our portfolio as adjusted to reflect the net interest rate swap interest expense. Core Earnings allows us to isolate the interest expense associated with our interest rate swaps in order to monitor and project our borrowing costs and interest rate spread.

In addition, we utilize Core Earnings as a key metric in conjunction with other portfolio and market factors to determine the appropriate leverage and hedge ratios, as well as the overall structure of the portfolio. We also believe that our investors use Core Earnings or a comparable supplemental performance measure to evaluate and compare our performance and our peers, and as such, we believe that the disclosure of Core Earnings is useful to our investors.

Our presentation of Core Earnings may not be comparable to similarly-titled measures of other companies, who may use different calculations. As a result, Core Earnings should not be considered as a substitute for our GAAP net income as a measure of our financial performance or any measure of our liquidity under GAAP.

The table below reconciles Net Income (Loss) to Core Earnings for the three months ended March 31, 2016 and March 31, 2015:

(dollars in thousands)	**For the here months ended March 31, 2016**	**For the here months ended March 31, 2015**
Net Income (loss) GAAP	$ (36,304)	$ 14,146
Adjustments:		
Investments:		
Unrealized gain on investments and securitized debt	(10,769)	(28,410)
Other than temporary impairment	10,797	4,651
Realized (gain) loss on sale of investments	6,055	(7,468)
Derivative Instruments:		
Realized loss on termination of interest rate swaps	3,605	1,049

Realized gain on settlement of TBAs	(7,739)	(7,448)
Realized (gain) loss on currency forwards	28	(646)
Realized gain on option derivatives	(4,756)	
Realized gain on termination of futures	(14,316)	
Realized (gain) loss on sale of swaptions	712	(713)
Realized (gain) loss on Agency Interest-Only Strips accounted for as derivatives	(300)	2
Realized gain on foreign currency swaps	(3,942)	
Realized gain on total return swap	(8)	
Realized gain on foreign currency transactions	(521)	(1,705)
Unrealized (gain) loss on foreign currency transactions	1,096	(691)
Mark-to-market adjustments on interest rate swaps	54,248	53,205
Mark-to-market adjustments on interest rate swaptions	(1,309)	873
Mark-to-market adjustments on futures contracts	1,159	74
Mark-to-market adjustments on TBAs	1,143	2,651
Mark-to-market adjustments on IOs	3,679	2,395
Mark-to-market adjustments on foreign currency swaps	4,569	(4,356)
Mark-to-market adjustments on total return swaps	866	
Mark-to-market adjustments on foreign currency forwards	200	1,195
Non-cash stock-based compensation expense	572	679
Total adjustments	45,069	15,337
Core Earnings Non-GAAP Financial Measure	$ 8,765	$ 29,483
Basic Core Earnings per Share of Common Stock and Participating Securities - Non-GAAP Financial Measure	$ 0.21	$ 0.71
Diluted Core Earnings per Share of Common Stock and Participating Securities - Non-GAAP Financial Measure	$ 0.21	$ 0.71
Basic weighted average common shares and participating securities	41,950,076	41,803,480
Diluted weighted average common shares and participating securities	41,950,076	41,803,480

76

Table of Contents

Alternatively, our Core Earnings can also be derived as presented in the table below by starting with Net interest income, including interest income on Interest-Only Strips accounted for as derivatives and other derivatives, and net interest expense incurred on interest rate swaps (a Non-GAAP financial measure), subtracting Operating Expenses, adding Non-cash stock based compensation, and adding Interest income on cash balances and other income (loss), net:

(dollars in thousands)	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Net interest income including interest income on Interest-Only Strips accounted for as derivatives and interest income (expense), net incurred on interest rate swaps, total return swaps and foreign currency swaps (a Non-GAAP financial measure)	$ 14,308	$ 34,383
Total Operating Expenses	(6,358)	(5,567)
Non-cash stock based compensation	572	679
Interest income on cash balances and other income (loss), net	243	(12)
Core Earnings (a Non-GAAP financial measure)	$ 8,765	$ 29,483

Liquidity and Capital Resources

General

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain our assets and operations make distributions to our stockholders and other general business needs. To maintain our REIT qualifications under the Internal Revenue Code, we must distribute annually at least 90% of our taxable income, excluding capital gains, such distributions requirements limit our ability to retain earnings and increase capital for operations. We believe that our significant capital resources and access to financing will provide us with financial flexibility at levels sufficient to meet current and anticipated capital requirements, including funding new investment opportunities, paying distributions to our stockholders and servicing our debt obligations.

Our liquidity and capital resources are managed on a daily basis to ensure that we have sufficient liquidity to absorb market events that could negatively impact collateral valuations and result in margin calls as well as to ensure that we have the flexibility to manage our investment portfolio to take advantage of market opportunities. Our principal sources of cash consist of borrowings under repurchase agreements, payments of principal and interest on our investment portfolio and cash generated from operations.

Under our repurchase agreements and derivative contracts, counterparties retain the right to determine the fair value of the collateral pledged, or in the case of cleared swaps the required collateral may be determined by clearinghouse rules. A reduction in the value of the collateral pledged will require us to provide additional collateral or fund cash margin calls. Alternatively, since margins calls for our interest rate swaps and swaptions generally are inversely correlated to those of our repurchase agreements, our interest rate swap and swaptions counterparties would likely be required to post collateral with us during a period in which we were required to post collateral with our repurchase agreement counterparties. Similarly, we would likely be required to post collateral with swap and swaption counterparties during periods in which our repurchase agreement counterparties are required to post collateral with us. In an instance of severe volatility, or where the additional stress on liquidity resulting from volatility is sustained over an extended period of time, we could be required to sell securities, possibly even at a loss to generate sufficient liquidity to satisfy collateral and margin requirements which could have a material adverse effect on our financial position, results of operations and cash flows.

Table of Contents

As part of our risk management process, our Manager closely monitors our liquidity position. This includes the development and evaluation of various alternative processes and procedures, which continue to be updated with regard to scenario testing for purposes of assessing our liquidity in the face of different economic and market developments. We believe we have sufficient current liquidity and access to additional liquidity to meet financial obligations for at least the next 12 months.

At March 31, 2016, our primary sources of cash consisted of borrowings under our repurchase agreements, principal payments and net interest margin generated from our investment portfolio.

Borrowings Under Agreements

As of March 31, 2016, we had master repurchase agreements with 27 counterparties. We had borrowings under repurchase agreements with 20 counterparties of approximately $2.4 billion at March 31, 2016. The following tables present our repurchase agreement borrowings by type of collateral pledged, as of March 31, 2016 and March 31, 2015, and the respective effective cost of funds (Non-GAAP financial measure) for the three months ended March 31, 2016 and March 31, 2015, respectively. See Non-GAAP Financial Measures (dollars in thousands):

Collateral	Borrowings Outstanding March 31, 2016	Fair Value of Collateral Pledged (1)	Weighted Average Interest Rate end of period	Weighted Average Cost of Funds for the three months ended March 31, 2016	Weighted Average Effective Cost of Funds (Non-GAAP) for the three months ended March 31, 2016 (2)	Weighted Average Haircut end of period
Agency RMBS	$ 1,591,880	$ 1,663,353	0.75%	0.74%	0.74%	4.54%
Non-Agency RMBS	295,369	442,742	2.21	2.09	2.09	30.85
Agency and Non-Agency CMBS(3)	318,146	433,752	2.12	2.03	2.03	27.40
Whole-Loans and securitized commercial loan(4)	170,788	214,525	2.46	2.59	2.59	21.19
Other securities	26,946	47,999	2.68	2.65	2.65	43.46
Interest rate swaps	n/a	n/a	n/a	n/a	1.40	n/a
Total	$ 2,403,129	$ 2,802,371	1.25%	1.29%	2.70%	12.42%

(1) Excludes approximately $19.5 million of cash collateral posted.

(2) The effective cost of funds for the period presented is calculated on an annualized basis and includes interest expense for the period and net periodic interest payments on interest rate swaps, net of premium amortization on MAC swaps, of approximately $8.4 million for the three months ended March 31, 2016. While interest rate swaps are not accounted for using hedge accounting, such instruments are viewed by us as an economic hedge against increases in interest rates on our liabilities and are treated as hedges for purposes of satisfying the REIT requirements. See Non-GAAP Financial Measures .

(3) Including Non U.S. CMBS pledged as collateral and Non U.S. repurchase agreement borrowings.

(4) Repurchase agreement borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

Collateral	Borrowings Outstanding March 31, 2015	Fair Value of Collateral Pledged (1)	Weighted Average Interest Rate end of period	Weighted Average Cost of Funds for the three months ended March 31, 2015	Weighted Average Effective Cost of Funds (Non-GAAP) for the three months ended March 31, 2015 (2)	Weighted Average Haircut end of period
Agency RMBS	$ 2,793,272	$ 2,940,283	0.41%	0.40%	0.57%	5.37%
Non-Agency RMBS	413,517	600,712	1.60	1.53	1.61	30.87
Agency and Non-Agency CMBS(3)	345,903	473,556	1.57	1.53	1.63	25.97
Whole-Loans and securitized commercial loan(4)	13,117	17,860	1.93	1.33	1.33	23.75
Other securities	83,130	108,059	1.60	1.61	1.61	24.43
Interest rate swaps	n/a	n/a	n/a	n/a	0.16	n/a
Total	$ 3,648,939	$ 4,140,470	0.68%	0.65%	0.81%	10.71%

(1) Excludes approximately $22.3 million of cash collateral posted.

(2) The effective cost of funds for the period presented is calculated on an annualized basis and includes interest expense for the period and net periodic interest payments on interest rate swaps, net of premium amortization on MAC swaps, of approximately $1.4 million for the three months ended March 31, 2015. While interest rate swaps are not accounted for using hedge accounting, such instruments are viewed by us as an economic hedge against increases in interest rates on our liabilities and are treated as hedges for purposes of satisfying the REIT requirements. See Non-GAAP Financial Measures .

(3) Including Non U.S. CMBS pledged as collateral and Non U.S. repurchase agreement borrowings.

(4) Repurchase agreement borrowings collateralized by Whole-Loans and securitized commercial loan owned through trust certificates. The trust certificates are eliminated upon consolidation.

As of March 31, 2016, our repurchase agreements require collateral in excess of the loan amount, or haircuts, ranging from a low of 3.0% to a high of 5.0% for Agency RMBS, exclusive of IOs and IIOs for which the haircuts are as high as 25.0%. For Non-Agency RMBS and Agency and Non-Agency CMBS, haircuts range from a low of 13.0% to a high of 50.0%. Haircuts for other securities and Whole-Loans range from a low of 20.0% to a high of 50.0%. Declines in the value of our portfolio can trigger margin calls by our counterparties under our repurchase agreements. Margin calls could adversely affect our liquidity. Our inability to post adequate collateral for a margin call by the counterparty could result in a condition of default under our repurchase agreements. An event of default or termination event would give some of our counterparties the option to terminate all existing repurchase transactions with us and require any amount due to the counterparties by us to be payable immediately. If this were to occur, we may be forced to sell assets under adverse market conditions or through foreclosure which may have a material adverse consequence on our business, financial position, our results of operations and cash flows. During the three months ended March 31, 2016, we were able to satisfy margin calls using cash on hand. and cash from our repurchase agreement borrowings.

Under the repurchase agreements, the respective counterparties, subject to the terms of the individual agreements, retain the right to determine the fair value of the underlying collateral. A reduction in the value of pledged assets requires us to provide additional collateral or fund margin calls. In addition, certain of the repurchase agreements may be terminated by our counterparties if we do not maintain certain equity and leverage metrics, the most restrictive of which include a limit on leverage based on the composition of our portfolio. We were in compliance with the terms of such financial tests at March 31, 2016. At March 31, 2016, approximately $2.8 billion of our investments served as collateral for repurchase agreements. At December 31, 2015, approximately $3.0 billion of our investments served as collateral for repurchase agreements.

We are also required to pledge cash or securities as collateral as part of a margin arrangement for our derivative contracts, calculated daily, subject either to the terms of individual agreements for bilateral agreements and the clearinghouse rules in the case of cleared swaps. The amount of margin that we are required to post will vary and generally reflects collateral posted with respect to swaps that are in an unrealized loss position to us and a percentage of the aggregate notional amount of swaps per counterparty as well as margin posted with our clearing broker, pursuant to clearinghouse rules and practices, for cleared swaps. Conversely, if our bilateral swaps and swaptions are in an unrealized gain position, our counterparties are required to post collateral with us, under the same terms that we post collateral with them. On occasion we may enter into a MAC interest rate swap in which we may receive or make a payment at the time of entering such interest rate swap to compensate for the out of the market nature of such interest rate swap. Similar to all other interest rate swaps, these interest rate swaps are also subject to margin requirements previously described.

Cash Generated from Operations

For the three months ended March 31, 2016 and March 31, 2015, net cash generated from operating activities was approximately $4.0 million and $26.1 million, which was primarily attributable to the net interest income we earned on our investments less operating expenses The decrease period over period was mainly attributable to a smaller investment portfolio and higher cost of funds.

Cash Provided by and Used in Investing Activities

For the three months ended March 31, 2016 and March 31, 2015 net cash generated from investing activities was approximately $210.8 million and $226.4 million, respectively. This was primarily attributable to our proceeds from sales and receipt of principal payments on our investments, which was partially offset by investment acquisitions and repayments on reverse repurchase agreements.

Table of Contents

Cash Provided by and Used in Financing Activities

For the three months ended March 31, 2016 and March 31, 2015 net cash used in financing activities was approximately $217.1 million and $274.3 million, respectively. This was primarily attributable to lower weighted average borrowing on our investment portfolio.

Other Potential Sources of Financing

We held cash of approximately $22.4 million and $25.5 million at March 31, 2016 and March 31, 2015, respectively. Our primary sources of cash currently consist of repurchase facility borrowings, investment income, principal repayments on investments and the proceeds of any future securities offering, to the extent available in the capital markets. In the future, we expect our primary sources of liquidity to consist of payments of principal and interest we receive on our investments, unused borrowing capacity under our financing sources and future issuances of equity and debt securities.

Contractual Obligations and Commitments

Our contractual obligations as of March 31, 2016 are as follows (dollars in thousands):

	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	Total
Borrowings under repurchase agreements(2)	$ 2,403,129				$ 2,403,129
Investment related payables	18,044				18,044
TBA long positions	958,832				958,832
Total: Non-GAAP Basis	3,380,005				3,380,005
TBA-long positions	958,832				958,832
Total: GAAP Basis Excluding TBA-long positions	$ 2,421,173				$ 2,421,173

(1) The table above does not include amounts due under the Management Agreement (as defined herein) with our Manager, as those obligations do not have fixed and determinable payments.

(2) Excludes unamortized debt issuance cost.

Repurchase Agreements

As of March 31, 2016 we have an obligation for approximately $6.2 million in contractual interest payments related to our repurchase agreements through the respective maturity date of each repurchase agreement.

Securitized Debt

At March 31, 2016, we had securitized debt related to the consolidated VIEs, with a balance of $11.0 million (and a fair value of $10.4 million). The securitized debt and related interest payments of the VIEs can only be settled with the securitized commercial loan that serve as collateral of the VIE and is non-recourse to us.

Management Agreement

On May 9, 2012, we entered into a management agreement (the Management Agreement) with our Manager which describes the services to be provided by our Manager and compensation for such services. Our Manager is responsible for managing our operations, including: (i) performing all of our day-to-day functions; (ii) determining investment criteria in conjunction with our Board of Directors; (iii) sourcing, analyzing and executing investments, asset sales and financings; (iv) performing asset management duties; and (v) performing financial and accounting management, subject to the direction and oversight of our Board of Directors. Pursuant to the terms of the Management Agreement, our Manager is paid a management fee equal to 1.50% per annum of our stockholders equity, (as defined in the Management Agreement), calculated and payable (in cash) quarterly in arrears. For purposes of calculating the management fee, 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 retained earnings, calculated in accordance with 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 paid for repurchases of our shares of common stock, excluding any unrealized gains, losses or other non-cash items, including OTTI charges, unrealized gain (loss), net and the non-cash portion of gain (loss) on derivative instruments, that have impacted stockholders equity as reported in our consolidated financial statements prepared in accordance with GAAP, regardless of whether such items are included in other comprehensive income or loss, or in net income, and excluding one-time events pursuant to changes in GAAP and certain other non-cash charges after discussions between our Manager and our independent directors and after approval by at least two-thirds (2/3) 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.

In addition, under the Management Agreement, we are required to reimburse our Manager for the expenses described below. Expense reimbursements to the Manager are made in cash on a regular basis. Our reimbursement obligation is not subject to any dollar limitation. Because our Manager s personnel perform certain legal, accounting, due diligence tasks and other services that outside professionals or outside consultants otherwise would perform, our Manager may be paid or reimbursed for the documented cost of performing such tasks, provided that such costs and reimbursements are in amounts which are no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm s-length basis. We also reimburse our Manager for certain direct costs, such as the travel expenses of our officers, incurred by our Manager on our behalf. As of January 1, 2014, our former chief financial officer became an employee of the Manager. Accordingly, we reimbursed our Manager for his compensation and benefits as well as the compensation and benefits provided to our controller. For the three months ended March 31, 2016 and March 31, 2015, we recorded expenses, paid by the Manager on our behalf, totaling approximately $72 thousand and $137 thousand related to employee costs and benefits associated with our chief financial officer and controller, respectively.

The Management Agreement may be amended, supplemented or modified by agreement between our Manager and us. The Management Agreement currently expires on May 16, 2017. It is automatically renewed for one-year terms on May 15th thereafter unless previously terminated as described below. Our independent directors will review the Manager s performance and any fees payable to the Manager annually and, following the initial term, the Management Agreement may be terminated annually upon the affirmative vote of at least two thirds (2/3) of our independent directors, based upon: (i) our Manager s unsatisfactory performance that is materially detrimental to us; or (ii) our determination that any fees payable to our Manager are not fair, subject to our Manager s right to prevent such termination due to unfair fees by accepting a reduction of management fees agreed to by at least two thirds (2/3) of our independent directors. We are required to provide our Manager 180 days prior notice of any such termination. Unless terminated for cause, we will be required to pay our Manager a termination fee equal to three times the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination.

We may also terminate the Management Agreement at any time without the payment of any termination fee, with 30 days prior written notice from our Board of Directors for cause, which will be determined by at least two-thirds (2/3) of our independent directors, which is defined as: (i) our Manager s continued material breach of any provision of the Management Agreement (including our Manager s failure to comply with our investment guidelines); (ii) our Manager s fraud, misappropriation of funds, or embezzlement against us; (iii) our Manager s gross negligence in the performance of its duties under the Management Agreement; (iv) the occurrence of certain events with respect to the bankruptcy or insolvency of our Manager, including an order for relief in an involuntary bankruptcy case or our Manager authorizing or filing a voluntary bankruptcy petition; (v) our Manager is convicted (including a plea of nolo contendere) of a felony; or (vi) the dissolution of our Manager.

Off-Balance Sheet Arrangements

As of March 31, 2016, we held contracts to purchase (long position) and sell (short position) TBAs on a forward basis. If a counterparty to one of the TBAs that we enter into defaults on its obligations, we may not receive payments or securities due under the TBA agreement, and thus, we may lose any unrealized gain associated with that TBA transaction.

We do not have any relationships with any entities or financial partnerships, such as entities often referred to as structured investment vehicles, or special purpose or variable interest entities, established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes.

Further, other than guaranteeing certain obligations of our wholly-owned taxable REIT subsidiary or TRS, we have not guaranteed any obligations of any entities or entered into any commitment to provide additional funding to any such entities.

See Warrants above for a description of our outstanding warrants.

Dividends

We intend to make regular quarterly dividend distributions to holders of our common stock. U.S. federal income tax law generally requires that a REIT distribute annually, in accordance with the REIT regulations, at least 90% of its REIT taxable income for the taxable year, without regard to the deduction for dividends paid and excluding net capital gains as well as undistributed taxable income retained by a TRS. To the extent that we distribute less than 100% of our net taxable income, in accordance with the REIT regulations, for any given year, we will pay tax on such amount at the regular corporate rates. We intend to pay regular quarterly dividends to our stockholders based on our net taxable income, if and to the extent authorized by our Board of Directors. Before we pay any dividend, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating requirements and debt service on our repurchase agreements and other debts payable. If our cash available for distribution is less than our net taxable income, we could be required to sell assets or borrow funds to make cash distributions or we may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk.

We seek to manage the risks related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market values while, at the same time, seeking to provide an opportunity to stockholders to realize attractive risk-adjusted returns from our assets through ownership of our common stock. While we do not seek to avoid risk completely, our Manager seeks to actively manage risk for us, to earn sufficient compensation to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

Credit Risk

We are subject to varying degrees of credit risk in connection with our assets. Although we do not expect to encounter credit risk in our Agency RMBS, we are exposed to the risk of potential credit losses from general credit spread widening related to Non-Agency RMBS, CMBS and other portfolio investments in addition to unexpected increase in borrower defaults on these securities, as well as our Whole-Loans. Investment decisions are made following a bottom-up credit analysis and specific risk assumptions. As part of the risk management process, our Manager uses detailed proprietary models, applicable to evaluate, depending on the asset class, house price appreciation and depreciation by region, prepayment speeds and foreclosure/default frequency, cost and timing. If our Manager determines that the proposed investment can meet the appropriate risk and return criteria as well as complement our existing asset portfolio, the investment will undergo a more thorough analysis.

As of March 31, 2016, 16 of the counterparties that we had outstanding repurchase agreement borrowings held collateral which we posted as security for such borrowings in excess of 5% of our Stockholders equity. Prior to entering into a repurchase agreement with any particular institution, our Manager does a thorough review of such potential counterparty. Such review, however, does not assure the creditworthiness of such counterparty nor that the financial wherewithal of the counterparty will not deteriorate in the future.

Interest Rate Risk

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control. We are subject to interest rate risk in connection with our assets and our related financing obligations. In general, we expect to finance the acquisition of our assets through financings in the form of repurchase agreements, warehouse facilities, securitizations, resecuritizations, bank credit facilities (including term loans and revolving facilities) and public and private equity and debt issuances in addition to transaction or asset specific funding arrangements. Subject to maintaining our qualification as a REIT for U.S. federal income tax purposes, we utilize derivative financial instruments to hedge the interest rate risk associated with our borrowings. We also may engage in a variety of interest rate management techniques that seek to mitigate changes in interest rates or other potential influences on the values of our assets.

Interest Rate Effect on Net Interest Income

Our operating results will depend in large part on differences between the income earned on our assets and our borrowing costs. The cost of our borrowings is generally based on prevailing market interest rates. During a period of rising interest rates, our borrowing costs generally will increase and the yields earned on our leveraged fixed-rate mortgage assets will remain static. Further, the cost of such financing could increase at a faster pace than the yields earned on our leveraged ARM and hybrid ARM assets. This could result in a decline in our net interest spread and net interest margin. The severity of any such decline would depend on our asset/liability composition at the time as well as the magnitude and duration of the interest rate increase. Further, an increase in short-term interest rates could also have a negative impact on the market value of our assets. If any of these events happen, we could experience a decrease in net income or incur a net loss during these periods, which could adversely affect our liquidity and results of operations.

Interest Rate Cap Risk

To the extent we invest in adjustable-rate RMBS, such securities are generally subject to interest rate caps, which potentially could cause such RMBS to acquire many of the characteristics of fixed-rate securities if interest rates were to rise above the cap levels. This issue is magnified to the extent we acquire ARM and hybrid ARM assets that are not based on mortgages which are fully indexed. In addition, ARM and hybrid ARM assets may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding or a portion of the incremental interest rate increase being deferred. To the extent we invest in such ARM and/or hybrid ARM assets, we could potentially receive less cash income on such assets than we would need to pay the interest cost on our related borrowings. To mitigate interest rate mismatches, we may utilize the hedging strategies discussed above under Interest Rate Risk.

Table of Contents

Interest Rate Effects on Fair value

Another component of interest rate risk is the effect that changes in interest rates will have on the market value of the assets that we acquire. We face the risk that the market value of our assets will increase or decrease at different rates than those of our liabilities, including our hedging instruments. See Market Risk below.

The impact of changing interest rates on fair value can change significantly when interest rates change materially. Therefore, the volatility in the fair value of our assets could increase significantly in the event interest rates change materially. In addition, other factors impact the fair value of our interest rate-sensitive investments and hedging instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, changes in actual interest rates may have a material adverse effect on us.

Market Risk

Market value risk. Our MBS and other assets are reflected at their fair value with unrealized gains and losses included in earnings. The fair value of our investments fluctuates primarily due to changes in interest rates and other factors. Generally, in a rising interest rate environment, the fair value of these assets would be expected to decrease; conversely, in a decreasing interest rate environment, the fair value of these securities would be expected to increase.

The sensitivity analysis table presented below shows the estimated impact of an instantaneous parallel shift in the yield curve, up and down 50 and 100 basis points, on the market value of our interest rate-sensitive investments, including interest rate swaps, Interest-Only Strips, and net interest income at March 31, 2016, assuming a static portfolio of assets. When evaluating the impact of changes in interest rates, prepayment assumptions and principal reinvestment rates are adjusted based on our Manager s expectations. The analysis presented utilizes our Manager s assumptions, models and estimates, which are based on our Manager s judgment and experience.

Change in Interest Rates	**Percentage Change in Projected Net Interest Income**	**Percentage Change in Projected Portfolio Value**
+1.00%	2.00%	(1.34)%
+0.50%	1.00%	(0.59)%
-0.50%	(1.00)%	0.33%
-1.00%	(2.00)%	0.33%

While the table above reflects the estimated immediate impact of interest rate increases and decreases on a static portfolio, we may rebalance our portfolio from time to time either to seek to take advantage of or reduce the impact of changes in interest rates. It is important to note that the impact of changing interest rates on market value and net interest income can change significantly when interest rates change beyond 100 basis points from current levels. Therefore, the volatility in the market value of our assets could increase significantly when interest rates change beyond amounts shown in the table above. In addition, other factors impact the market value of and net interest income from our interest rate-sensitive investments and derivative instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, interest income would likely differ from that shown above and such difference might be material and adverse to our stockholders.

Certain assumptions have been made in connection with the calculation of the information set forth in the table above and, as such, there can be no assurance that assumed events will occur or that other events will not occur that would affect the outcomes. The base interest rate scenario assumes interest rates at March 31, 2016. The analysis presented utilizes assumptions and estimates based on our Manager s judgment and experience. Furthermore, while we generally expect to retain such assets and the associated interest rate risk, future purchases and sales of assets could materially change our interest rate risk profile.

Prepayment Risk

The value of our Agency and Non-Agency RMBS and our Residential Whole-Loans may be affected by prepayment rates on the underlying residential mortgage. We acquire RMBS and Residential Whole-Loans and anticipate that the underlying residential mortgages will prepay at a projected rate generating an expected yield. If we purchase assets at a premium to par value, when borrowers prepay their residential mortgage loans faster than expected, the corresponding prepayments may reduce the expected yield on our residential mortgage assets because we will have to amortize the related premium on an accelerated basis and, in the case of Agency RMBS, other than interest-only strips, and certain other investment grade rated securities, we are required to make a retrospective adjustment to historical amortization. Conversely, if we purchase assets at a discount to par value, when borrowers prepay their residential mortgage loans slower than expected, such decrease may reduce the expected yield on such assets because we will not be able to accrete the related discount as quickly as originally anticipated and, in the case of Agency RMBS, other than interest-only strips, and certain other investment grade rated securities, we will be required to make a retrospective adjustment to historical amortization.

The value of our Agency and Non-Agency CMBS, as well as, Commercial Whole-Loans will also be affected by prepayment rates, however, commercial mortgages frequently limit the ability of the borrower to prepay, thereby providing a certain level of prepayment protection. Common restrictions include yield maintenance and prepayment penalties, the proceeds of which are generally at least partially allocable to these securities, as well as defeasance.

Likewise, the value of our ABS and other structured securities will also be affected prepayment rates. The collateral underlying such securities may, similar to most residential mortgages, allow the borrower to prepay at any time or, similar to commercial mortgages, limit the ability of the borrower to prepay by imposing lock-out provisions, prepayment penalties and/or make whole provisions.

Extension Risk

Most residential mortgage loans do not prohibit the partial or full prepayment of principal outstanding. Accordingly, while the stated maturity of a residential mortgage loan may be 30 years, or in some cases even longer, historically the vast majority of residential mortgage loans are satisfied prior to their maturity date. In periods of rising interest rates, borrowers have less incentive to refinance their existing mortgages and mortgage financing may not be as readily available. This generally results in a slower rate of prepayments and a corresponding longer weighted average life for RMBS. The increase, or extension, in weighted average life is commonly referred to as Extension Risk which can negatively impact our portfolio. To the extent we receive smaller pre-payments of principal; we will have less capital to invest in new assets. This is extremely detrimental in periods of rising interest rates as we will be unable to invest in new higher coupon investments and a larger portion of our portfolio will remain invested in lower coupon investments. Further, our borrowing costs are generally short-term and, even if hedged, are likely to increase in a rising interest rate environment, thereby reducing our net interest margin. Finally, to the extent we acquired securities at a discount to par, a portion of the overall return on such investments is based on the recovery of this discount. Slower principal prepayments will result in a longer recovery period and a lower overall return on our investment.

Prepayment rates on Agency and Non-Agency CMBS, as well as, Commercial Whole-Loans are generally less volatile than residential mortgage assets as commercial mortgages usually limit the ability of the borrower to prepay the mortgage prior to maturity or a period shortly before maturity. Accordingly, extension risk for Agency and Non-Agency CMBS and Commercial Whole-Loans is generally less than RMBS and Residential Whole-Loans as it presumed that other than defaults (i.e. involuntary prepayments), most commercial mortgages will remain outstanding for the contractual term of the mortgage.

Prepayment rates on ABS and our other structured securities will be determined by the underlying collateral. The extension risk of such securities will generally be less than residential mortgages, but greater than commercial mortgages.

Counterparty Risk

The following discussion on counterparty risk reflects how these transactions are structured, rather than how they are presented for financial reporting purposes.

When we engage in repurchase transactions, we generally sell securities to lenders (i.e., repurchase agreement counterparties) and receive cash from the lenders. The lenders are obligated to resell the same securities back to us at the end of the term of the transaction. Because the cash we receive from the lender when we initially sell the securities to the lender is less than the value of those securities (this difference is the haircut), if the lender defaults on its obligation to resell the same securities back to us, we could incur a loss on the transaction up to the amount of the haircut (assuming there was no change in the value of the securities).

If a counterparty to a bi-lateral interest rate swap cannot perform under the terms of the interest rate swap, we may not receive payments due under that agreement, and thus, we may lose any unrealized gain associated with the interest rate swap. We may also risk the loss of any collateral we have pledged to secure our obligations under interest rate swap if the counterparty becomes insolvent or files for bankruptcy. In the case of a cleared swap, if our clearing broker were to default, become insolvent or file for bankruptcy, we may also risk the loss of any collateral we have posted to the clearing broker unless we were able to transfer or port our positions and held collateral to another clearing broker. In addition, the interest rate swap would no longer mitigate the impact of changes in interest rates as intended. As of September 2013, most of our interest swaps are cleared through a central clearing house which reduces but does not eliminate the aforementioned risks. Also see Liquidity Risk below.

As of March 31, 2016, we have entered into five master securities forward trading agreements, or MSFTAs, which may govern the trading of some or all TBA transactions. Pursuant to the terms of these MSFTAs, we and our counterparties would be required to post margin to the other when the mark to market exposure of the TBA transactions executed under the agreement exceed certain thresholds. We expect to continue to negotiate and enter into MSFTAs with additional TBA counterparties. The margin provisions of the MSFTA help to mitigate, but do not eliminate, counterparty risk associated with TBA transactions. If a counterparty to a TBA transaction cannot perform under the terms of the trade, we may not receive securities we have agreed to purchase or payment for securities we have agreed to sell, and thus, we may lose any unrealized gain associated with such transaction.

Prior to entering into a trading agreement or transaction with any particular institution where we take on counterparty risk, our Manager does a thorough review of such potential counterparty. Such review, however, does not assure the creditworthiness of such counterparty nor that the financial wherewithal of the counterparty will not deteriorate in the future.

Funding Risk

We have financed a substantial majority of our assets with repurchase agreement financing. Over time, as market conditions change, in addition to these financings, we may use other forms of leverage. Changes in the regulatory environment, as well as, weakness in the financial markets, the residential mortgage markets, the commercial mortgage markets, the asset-backed securitization markets and the economy generally could adversely affect one or more of our potential lenders and could cause one or more of our potential lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing.

Liquidity Risk

Our liquidity risk is principally associated with the financing of long-maturity assets with short-term borrowings in the form of repurchase agreements. Although the interest rate adjustments of these assets and liabilities fall within the guidelines established by our operating policies, maturities are not required to be, nor are they, matched.

Should the value of our assets pledged as collateral suddenly decrease, margin calls relating to our repurchase agreements could increase, causing an adverse change in our liquidity position. Our inability to post adequate collateral for a margin call by the counterparty could result in a condition of default under our repurchase agreements, thereby enabling the counterparty to liquidate the collateral pledged by us, which may have a material adverse consequence on our business and results of operations.

In an instance of severe volatility, or where the additional stress on liquidity resulting from volatility is sustained over an extended period of time, we could be required to sell securities, possibly even at a loss to generate sufficient liquidity to satisfy collateral and margin requirements which could have a material adverse effect on our financial position, results of operations and cash flows.

Additionally, if one or more of our repurchase agreement counterparties chose not to provide on-going funding, our ability to finance would decline or exist at possibly less advantageous terms. Further, if we are unable to renew, replace or expand repurchase financing with other sources of financing on substantially similar terms, it may have a material adverse effect on our business, financial position, results of operations and cash flows, due to the long term nature of our investments and relatively short-term maturities of our repurchase agreements. As such, there is no assurance that we will always be able to roll over our repurchase agreements.

The costs associated with our borrowings are generally based on prevailing market interest rates. During a period of rising interest rates, our borrowing costs generally will increase while the yields earned on our existing portfolio of leveraged fixed-rate MBS and other fixed rate assets will remain static. Further, certain of our floating rate assets may contain annual or lifetime interest rate caps as well as limit the frequency or timing of changes to the underlying interest rate index. This could result in a decline in our net interest spread and net interest margin. The severity of any such decline would depend on our asset/liability composition at the time, as well as the magnitude and duration of the interest rate increase. Further, an increase in short-term interest rates could also have a negative impact on the market value of our assets. If any of these events happen, we could experience a decrease in net income or incur a net loss during these periods, which could have a material adverse effect on our liquidity and results of operations.

In addition, the assets that comprise our investment portfolio are not traded on a public exchange. A portion of these assets may be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly-traded securities. The illiquidity of our assets may make it difficult for us to sell such assets if the need or desire arises, including in response to changes in economic and other conditions. Recent regulatory changes have imposed new capital requirements and other restrictions on banks and other market intermediaries ability and desire to hold assets on their balance sheets and otherwise make markets in fixed income securities and other assets resulting in reduced liquidity in many sectors of the market. This regulatory trend is expected to continue. As a result of these developments it may become increasingly difficult for us to sell assets in the market, especially in credit oriented sectors such as Non-Agency RMBS and CMBS, ABS and Whole-Loans.

We enter into interest rate swaps to manage our interest rate risk. We are required to pledge cash or securities as collateral as part of a margin arrangement, calculated daily, in connection with the interest rate swaps. The amount of margin that we are required to post will vary and generally reflects collateral required to be posted with respect to interest rate swaps that are in an unrealized loss position to us and is generally based on a percentage of the aggregate notional amount of interest rate swaps per counterparty. Margin calls could adversely affect our liquidity. Our inability to post adequate collateral for a margin call could result in a condition of default under our interest rate swap agreements, thereby resulting in liquidation of the collateral pledged by us, which may have a material adverse consequence on our business, financial position, results of operations and cash flows. Conversely, if our interest rate swaps are in an unrealized gain position, our counterparties to bilateral swaps are required to post collateral with us, under the same terms that we post collateral with them. On occasion we may enter into a MAC interest rate swap in which we may receive or make a payment at the time of entering such interest rate swap to compensate for the out of the market nature of such interest rate swap. Similar to all other interest rate swaps, MAC interest rate swaps are also subject to the margin requirements previously described.

Inflation

Virtually all of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily directly correlate with inflation rates or changes in inflation rates. Our consolidated financial statements are prepared in accordance with GAAP and our distributions will be determined by our Board of Directors consistent with our obligation to distribute to our stockholders at least 90% of our net taxable income on an annual basis, in accordance with the REIT regulations, in order to maintain our REIT qualification. In each case, our activities and consolidated balance sheets are measured with reference to historical cost and/or fair market value without considering inflation.

Foreign Investment risk

We have invested in Non U.S. CMBS transactions and, in the future, we may make other investments in non U.S. issuers and transactions. These investments present certain unique risks, including those resulting from future political, legal, and economic developments, which could include favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation, nationalization, or confiscatory taxation of assets, adverse changes in investment capital or exchange control regulations (which may include suspension of the ability to transfer currency from a country), political changes, diplomatic developments, difficulty in obtaining and enforcing judgments against non U.S. entities, the possible imposition of the applicable country s governmental laws or restrictions, and the reduced availability of public information concerning issuers. In the event of a nationalization, expropriation, or other confiscation of assets, the Company could lose its entire investment in a security. Legal remedies available to investors in certain jurisdictions may be more limited than those available to investors in the United States. Issuers of non U.S. securities may not be subject to the same degree of regulation as U.S. issuers.

Furthermore, non U.S. issuers are not generally subject to uniform accounting, auditing, and financial reporting standards or other regulatory practices and requirements comparable to those applicable to U.S. issuers. There is generally less government supervision and regulation of non U.S. exchanges, brokers, and issuers than there is in the United States, and there is greater difficulty in taking appropriate legal action in Non U.S. courts. There are also special tax considerations that apply to securities of non U.S. issuers and securities principally traded overseas.

To the extent that our investments are denominated in U.S. dollars, the investment is not affected directly by changes in currency exchange rates relative to the dollar and exchange control regulations. We are, however, subject to currency risk with respect to such investments to the extent that a decline in a non U.S. issuer s or borrower s own currency relative to the dollar may impair such issuer s or borrower s ability to make timely payments of principal and/or interest on a loan or other debt security. To the extent that our investments are in non-dollar denominated securities, the value of the investment and the net investment income available for distribution may be affected favorably or unfavorably by changes in currency exchange rates relative to the dollar and exchange control regulations.

Currency exchange rates can be volatile and affected by, among other factors, the general economics of a country, the actions of governments or central banks and the imposition of currency controls and speculation. In addition, a security may be denominated in a currency that is different from the currency where the issuer is domiciled.

Currency Risk

We have and may continue in the future to invest in assets which are denominated in a currency other than U.S dollars and may finance such investments with repurchase financing or other forms of financing which may also be denominated in a currency other than U.S. dollars. To the extent we make such investments and/or enter into such financing arrangements, we may utilize foreign currency swaps, forwards or other derivative instruments to hedge our exposure to foreign currency risk. Despite being economic hedges, we have elected not to treat such derivative instruments as hedges for accounting purposes and therefore the changes in the value of such instruments, including actual and accrued payments, will be included in our Consolidated Statement of Operations. While such transactions are entered into in an effort to minimize our foreign currency risk, there can be no assurance that they will perform as expected. If actual prepayments of the foreign denominated asset are faster, or slower, than expected, the hedge instrument is unlikely to fully protect us from changes in the valuation of such foreign currency. Further, as with interest rate swaps, there is counterparty risk associated with the future creditworthiness of such counterparty.

Table of Contents

ITEM 4. Controls and Procedures

Disclosure Controls and Procedures: Our management is responsible for establishing and maintaining disclosure controls and procedures that are designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that the required information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We have evaluated, with the participation of our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures as of March 31, 2016. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

No change occurred in our internal control over financial reporting (as defined in Rule13a-15(f) and Rule 15d-15(f) of the Exchange Act) during the quarter ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

From time to time, the Company may be involved in various claims and legal actions arising in the ordinary course of business. As of March 31, 2016, the Company was not involved in any legal proceedings.

ITEM 1A. Risk Factors

There were no material changes during the period covered by this report to the risk factors previously disclosed in our annual report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on March 11, 2016. Additional risks not presently known, or that we currently deem immaterial, also may have a material adverse effect on our business, financial condition and results of operation.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not Applicable.

ITEM 5. Other Information

None.

Table of Contents

ITEM 6. Exhibits

The following exhibits are filed as part of this report.

Exhibit No.	Description
3.1*	Amended and restated certificate of incorporation of Western Asset Mortgage Capital Corporation, incorporated by reference to Exhibit 3.1 to Amendment No. 10 Form S-11 (Registration Statement No. 333-159962), filed May 8, 2012
3.2*	Amended and restated bylaws of Western Asset Mortgage Capital Corporation, incorporated by reference to Exhibit 3.2 to Amendment No. 10 Form S-11 (Registration Statement No. 333-159962), filed May 8, 2012
4.1*	Specimen Common Stock Certificate of Western Asset Mortgage Capital Corporation, incorporated by reference to Exhibit 4.1 to Amendment No. 10 Form S-11 (Registration Statement No. 333-159962), filed May 8, 2012
10.1*	Form of Unit Purchase Agreement between Western Asset Mortgage Capital Corporation and certain institutional accredited investors, incorporated by reference to Exhibit 10.1 to Amendment No. 9 Form S-11 (Registration Statement No. 333-159962), filed April 30, 2012.
10.2*	Form of Warrant, incorporated by reference to Exhibit 10.2 to Amendment No. 9 Form S-11 (Registration Statement No. 333-159962), filed April 30, 2012.
10.3*	Management Agreement, dated May 9, 2012, between Western Asset Mortgage Capital Corporation and Western Asset Management Company, incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q, filed August 14, 2012.
10.4*	Registration Rights Agreement, dated May 15, 2012, among Western Asset Mortgage Capital Corporation, Western Asset Management Company and certain individual holders named therein, incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q, filed August 14, 2012.
10.5*	Western Asset Mortgage Capital Corporation Equity Plan, incorporated by reference to Exhibit 10.5 to Amendment No. 9 Form S-11 (Registration Statement No. 333-159962), filed April 30, 2012.
10.6*	Western Asset Mortgage Capital Corporation Manager Equity Plan, incorporated by reference to Exhibit 10.6 to Amendment No. 9 Form S-11 (Registration Statement No. 333-159962), filed April 30, 2012.
10.7*	Form of Indemnification Agreement between Western Asset Mortgage Capital Corporation and a director, incorporated by reference to Exhibit 10.7 to Amendment No. 9 Form S-11 (Registration Statement No. 333-159962), filed April 30, 2012.
10.8*	Restricted Stock Award Agreement, dated May 15, 2012, for Western Asset Management Company, incorporated by reference to Exhibit 10.9 to the Quarterly Report on Form 10-Q, filed August 14, 2012.
10.9*	Form of Restricted Stock Award Agreement for independent directors, incorporated by reference to Exhibit 10.2 to the Form S-8 dated May 15, 2012 (File No. 1-35543).
31.1	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) / 15d-14(a) Certification of Interim Chief Financial Officer.
32.1	Section 1350 Certifications of Chief Executive Officer and Interim Chief Financial Officer

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Fully or partly previously filed.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ GAVIN L. JAMES

Gavin L. James
President, Chief Executive Officer and Director (Principal Executive Officer)

May 6, 2016

By: /s/ LISA MEYER

Lisa Meyer
Interim Chief Financial Officer (Principal Financial and Accounting Officer)

May 6, 2016