

CAPSTEAD MORTGAGE CORP  
Form 8-K  
December 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: November 30, 2012

(Date of Earliest Event Reported)

**CAPSTEAD MORTGAGE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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(State of Incorporation)

(Commission

(I.R.S. Employer

File No.)

Identification No.)

**8401 North Central Expressway Suite 800**

**Dallas, Texas**

(Address of Principal Executive Offices)

**75225**

(Zip Code)

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

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

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

**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

*Amendment of Bylaws*

Effective November 30, 2012, the Board of Directors (the *Board*) of Capstead Mortgage Corporation (the *Company*) adopted and approved Amended and Restated Bylaws of the Company to provide for a majority vote standard for uncontested director elections, while retaining a plurality vote standard for contested elections.

The foregoing summary is qualified in its entirety by reference to the Amended and Restated Bylaws filed as Exhibit 99.1 and incorporated herein by reference.

**ITEM 5.05 AMENDMENTS TO THE REGISTRANT'S CODE OF ETHICS, OR WAIVER OF A PROVISION OF THE CODE OF ETHICS**

*Amendment of Code of Business Conduct and Ethics*

Effective November 30, 2012 and in connection with a review of its governance policies, the Board adopted and approved minor revisions to the Company's Code of Business Conduct and Ethics that applies to all employees, officers and directors. These revisions refresh and update the Code of Business Conduct and Ethics by providing more specificity in certain areas, including in connection with the reporting process for violations of the Code of Business Conduct and Ethics.

The foregoing summary is qualified in its entirety by reference to the revised Code of Business Conduct and Ethics filed as Exhibit 99.2 and incorporated herein by reference.

**ITEM 7.01 REGULATION FD DISCLOSURE**

*Amendment of Board of Directors Guidelines*

Effective November 30, 2012, the Board adopted and approved amendments to the Board of Directors Guidelines of the Company to include a provision requiring any incumbent director who does not receive a majority of the votes cast in an uncontested election to tender his or her resignation, subject to acceptance by the Board.

The foregoing summary is qualified in its entirety by reference to the revised Board of Directors Guidelines filed as Exhibit 99.3.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

- 99.1 Bylaws of the Company, as amended.
- 99.2 Code of Business Conduct and Ethics, as amended.
- 99.3 Board of Directors Guidelines, as amended.

**SIGNATURES**

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

**CAPSTEAD MORTGAGE CORPORATION**

December 6, 2012

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