

American Capital Agency Corp  
Form 8-K  
April 21, 2016

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): April 21, 2016 (April 19, 2016)

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AMERICAN CAPITAL AGENCY CORP.  
(Exact name of registrant as specified in its charter)

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|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-34057                | 26-1701984                              |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

2 Bethesda Metro Center, 14th Floor  
Bethesda, Maryland 20814  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
(301) 968-9300

N/A  
(Former name or former address, if changed since last report)

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

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 19, 2016, American Capital Agency Corp. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”), at the Hyatt Regency Bethesda, 7400 Wisconsin Avenue, Bethesda, Maryland 20814, at 11:00 a.m. (ET). The record date for the Annual Meeting was February 25, 2016. As of the record date, a total of 332,453,081 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), were entitled to vote at the Annual Meeting. There were 273,759,600 shares of Common Stock present in person or by proxy at the Annual Meeting. Set forth below are the matters acted upon by the common stockholders, and the final voting results of each such proposal.

1. Election of Directors. The Company’s common stockholders voted to elect eight (8) of the nine (9) Director Nominees to hold office for a term of one (1) year and until his or her successor is duly elected and qualified in this Proposal 1. The Company’s common stockholders voted to elect the other Director Nominee: Gary Kain to hold office for a term of one (1) year and until his successor is duly elected and qualified in Proposal 5 below.

| Nominee          | For         | Against    | Abstain | Non Votes  | Uncast |
|------------------|-------------|------------|---------|------------|--------|
| John R. Erickson | 158,268,846 | 21,784,449 | 902,292 | 92,803,873 | 139    |
| Samuel A. Flax   | 168,377,534 | 11,639,675 | 938,378 | 92,803,873 | 139    |
| Alvin N. Puryear | 167,561,626 | 12,448,942 | 945,020 | 92,803,872 | 139    |
| Robert M. Couch  | 176,678,308 | 3,314,146  | 963,134 | 92,803,872 | 139    |
| Morris A. Davis  | 173,976,098 | 6,020,086  | 959,402 | 92,803,872 | 141    |
| Randy E. Dobbs   | 123,800,768 | 56,206,911 | 947,908 | 92,803,872 | 139    |
| Larry K. Harvey  | 176,573,586 | 3,429,612  | 952,390 | 92,803,872 | 139    |
| Prue B. Larocca  | 173,810,986 | 6,173,250  | 971,352 | 92,803,872 | 139    |

2. Approval of an amendment to the American Capital Agency Corp. Equity Incentive Plan for Independent Directors (the “Amendment to Equity Incentive Plan”). The Company’s common stockholders voted to approve the Amendment to Equity Incentive Plan.

| For         | Against    | Abstain   | Non Votes  | Uncast |
|-------------|------------|-----------|------------|--------|
| 166,201,105 | 13,440,325 | 1,314,157 | 92,803,873 | 139    |

3. Approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation to provide that stockholders may remove any director from office, with or without cause (the “Amendment to Certificate of Incorporation”). The Company’s common stockholders voted to approve the Amendment to Certificate of Incorporation.

| For         | Against   | Abstain   | Non Votes | Uncast |
|-------------|-----------|-----------|-----------|--------|
| 268,058,252 | 3,906,668 | 1,794,540 | —         | 139    |

4. Ratification of appointment of Ernst & Young LLP. The Company’s common stockholders voted to ratify the appointment of Ernst & Young LLP as the Company’s independent public accountant for the year ending December 31, 2016.

| For         | Against   | Abstain   | Non Votes | Uncast |
|-------------|-----------|-----------|-----------|--------|
| 268,982,018 | 3,151,792 | 1,625,650 | —         | 139    |

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5. Election of Director. The Company's common stockholders voted to elect another Director Nominee, Gary Kain to hold office for a term of one (1) year and until his successor is duly elected and qualified.

| For         | Against   | Abstain | Non Votes | Uncast  |
|-------------|-----------|---------|-----------|---------|
| 170,305,907 | 3,991,091 | 872,208 | 98,590    | 254,139 |

SIGNATURE

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.

AMERICAN CAPITAL AGENCY CORP.

Dated: April 21, 2016 By: /s/ Samuel A. Flax  
Samuel A. Flax  
Executive Vice President and Secretary