

CAPSTEAD MORTGAGE CORP  
Form 8-K  
June 25, 2012

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

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

**CAPSTEAD MORTGAGE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State of Incorporation)

**001-08896**  
(Commission

File No.)

**75-2027937**  
(I.R.S. Employer

Identification No.)

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8401 North Central Expressway

Suite 800

Dallas, Texas  
(Address of Principal Executive Offices)

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

75225  
(Zip Code)

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

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

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

*Appointment of Director*

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

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

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

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

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

**SIGNATURES**

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

**CAPSTEAD MORTGAGE CORPORATION**

June 25, 2012

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