

CAPSTEAD MORTGAGE CORP  
Form 8-K  
March 06, 2015

---

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): March 6, 2015

Capstead Mortgage Corporation  
(Exact name of registrant as specified in its charter)

MARYLAND                      001-08896                      75-2027937  
(State of Incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

8401 North Central Expressway  
Suite 800    75225  
Dallas, Texas    (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code: (214) 874-2323

Check the appropriate box 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 8.01. Other Events.

Reference is hereby made to the registration statement of Capstead Mortgage Corporation (the “Company”) on Form S-3/ASR (File No. 333-201611), which became effective on January 20, 2015 (the “Registration Statement”), pursuant to which the Company registered the sale of debt and equity securities in accordance with the provisions of the Securities Act of 1933, as amended. Reference is also hereby made to the prospectus and the related prospectus supplement, which was filed with the Commission pursuant to Rule 424(b)(5) on March 6, 2015 with respect to 15,000,000 shares of the Company’s Common Stock to be sold pursuant to the Sales Agreement between the Company and IFS Securities, Inc. (dba Brinson Patrick, a division of IFS Securities, Inc.), dated January 23, 2015 (the “Sales Agreement”).

On March 6, 2015, Hogan Lovells US LLP issued its opinion with respect to the legality of the issuance and sale by the Company of an additional 15,000,000 shares of the Company’s Common Stock to be sold pursuant to the Sales Agreement. A copy of this opinion is filed as an exhibit to this Form 8-K.

---

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. Description

5.1 Opinion of Hogan Lovells US LLP, dated March 6, 2015, with respect to the legality of the shares of Common Stock being issued.

---

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 6, 2015

CAPSTEAD  
MORTGAGE  
CORPORATION

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

---