

MFA FINANCIAL, INC.  
Form 8-K  
May 26, 2016

**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): **May 25, 2016**

**MFA FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation  
or organization)

**1-13991**  
(Commission File Number)

**13-3974868**  
(IRS Employer  
Identification No.)

**350 Park Avenue, 20th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 207-6400**

**Not Applicable**

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

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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 25, 2016, MFA Financial, Inc. (the *Company*) held its 2016 Annual Meeting of Stockholders (the *Annual Meeting*) for the purpose of: (i) electing three Class III directors to serve on the Board until the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualify; (ii) considering and voting on the ratification of the appointment of KPMG LLP as the *Company*'s independent registered public accounting firm for the fiscal year ending December 31, 2016; and (iii) considering and voting on an advisory (non-binding) resolution to approve the *Company*'s executive compensation.

As disclosed in the Proxy Statement, as of March 29, 2016 (the record date for stockholders of the *Company* entitled to notice of and to vote at the Annual Meeting), the *Company* had issued and outstanding 371,077,679 shares of common stock, each of which was entitled to one vote at the Annual Meeting. A quorum of 349,608,931 shares of common stock of the *Company*, which represented approximately 94.21% of the issued and outstanding shares of common stock, was present in person or by proxy at the Annual Meeting.

The final voting results for each of the proposals submitted to a vote of stockholders at the Annual Meeting are set forth below.

**Proposal 1.** The three nominees for election to the Board were elected to serve on the Board until the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualify, based on the following votes:

| Name of Class III<br>Nominee | For         | Against   | Abstain   | Broker<br>Non-Votes |
|------------------------------|-------------|-----------|-----------|---------------------|
| James A. Brodsky             | 294,758,717 | 6,084,887 | 642,906   | 48,122,421          |
| Richard J. Byrne             | 295,276,946 | 4,787,963 | 1,421,601 | 48,122,421          |
| Alan L. Gosule               | 294,194,334 | 6,632,444 | 659,732   | 48,122,421          |

As indicated above, each of the nominees for director received over a majority of votes cast on a per director basis and therefore has been duly elected to serve as a Class III director of the *Company*.

**Proposal 2.** The ratification of the appointment of KPMG LLP as the *Company*'s independent registered public accounting firm for the fiscal year ending December 31, 2016, was approved, based on the following votes:

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 346,783,537 | 2,230,893 | 594,501     |



*Proposal 3.* The proposal to consider, on an advisory (non-binding) basis, the Company's executive compensation was approved, based on the following votes:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 289,030,448 | 10,839,079     | 1,616,983          | 48,122,421              |

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.

MFA FINANCIAL, INC.  
(REGISTRANT)

By: /s/ Harold E. Schwartz  
Name: Harold E. Schwartz  
Title: Senior Vice President and General Counsel

Date: May 26, 2016