

ANNALY CAPITAL MANAGEMENT INC  
Form 8-K  
May 26, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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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 26, 2016

ANNALY CAPITAL MANAGEMENT, INC.  
(Exact name of registrant as specified in its charter)

Maryland                      1-13447      22-3479661  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

1211 Avenue of the Americas              10036  
New York, New York                      (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 696-0100

No Change  
(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:

- 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 May 26, 2016, Annaly Capital Management, Inc. ("Company") held its Annual Meeting of Stockholders in New York, New York for the purpose of: (i) electing three Class II directors to serve on the Board of Directors (the "Board") until the 2019 Annual Meeting of Stockholders; (ii) approving, on an advisory basis, the Company's executive compensation; and (iii) ratifying the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

The total number of shares of common stock entitled to vote at the Annual Meeting was 924,853,133, of which 800,430,912 shares, or 86.54%, were present in person or by proxy.

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 election of three Class II directors to serve on the Board until the 2019 Annual Meeting of Stockholders.

| Director          | For         | Against    | Abstentions | Broker Non-Votes |
|-------------------|-------------|------------|-------------|------------------|
| Kevin G. Keyes    | 509,335,516 | 13,308,700 | 3,191,679   | 274,595,017      |
| Kevin P. Brady    | 506,027,518 | 16,572,732 | 3,235,645   | 274,595,017      |
| E. Wayne Nordberg | 502,242,800 | 20,308,692 | 3,284,403   | 274,595,017      |

Based on the foregoing votes, Kevin G. Keyes, Kevin P. Brady and E. Wayne Nordberg were elected as Class II directors to serve on the Board until the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The Company's Class I directors, who serve until the 2018 Annual Meeting of Stockholders, are Wellington J. Denahan, Michael Haylon and Donnell A. Segalas. The Company's Class III directors, who serve until the 2017 Annual Meeting of Stockholders, are Jonathan D. Green, John H. Schaefer and Francine J. Bovich.

Proposal 2. Advisory approval of the Company's executive compensation.

| For         | Against     | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|------------------|
| 280,597,797 | 235,747,109 | 9,490,989   | 274,595,017      |

Proposal 3. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2016 fiscal year.

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 789,567,705 | 6,411,168 | 4,452,039   |

Further information regarding these proposals is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 12, 2016.

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.

Annaly Capital Management, Inc.

By: /s/ Glenn A. Votek

Name: Glenn A. Votek

Title: Chief Financial Officer

Date: May 26, 2016