

NEW YORK MORTGAGE TRUST INC

Form 8-K

May 15, 2015

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 15, 2015 (May 14, 2015)

NEW YORK MORTGAGE TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

001-32216

(Commission File Number)

47-0934168

(IRS Employer Identification No.)

**275 Madison Avenue**

**New York, New York 10016**

(Address and zip code of

principal executive offices)

Registrant's telephone number, including area code: **(212) 792-0107**

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))

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

**2015 Annual Meeting of Stockholders**

On May 14, 2015, New York Mortgage Trust, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). There were 85,468,814 shares of common stock of the Company represented in person or by proxy at the Annual Meeting, constituting approximately 80.40% of the outstanding shares of common stock on March 19, 2015, the record date for the Annual Meeting.

The matters voted upon at the Annual Meeting and the final results of such voting are set forth below:

**Proposal 1: To elect five directors to the Company’s Board of Directors.**

<b>Name</b>	<b>For</b>	<b>Withheld</b>
<b>David R. Bock</b>	27,035,028	1,003,002
<b>Alan L. Hailey</b>	27,065,678	972,352
<b>Steven R. Mumma</b>	27,048,428	989,602
<b>Douglas A. Neal</b>	22,702,720	5,335,310
<b>Steven G. Norcutt</b>	27,147,976	890,054

In addition, there were 57,430,784 broker non-votes associated with the election of the directors. All director nominees were duly elected at the Annual Meeting. Each of the individuals named in the above table will serve as director until the 2016 annual meeting of stockholders and until his successor is duly elected and qualified.

**Proposal 2: To approve, on an advisory basis, the compensation of the Company’s named executive officers.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,857,327	2,191,369	989,334	57,430,784

At the Annual Meeting, stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. This advisory vote is commonly referred to as a “say-on-pay vote.”

**Proposal 3: To ratify, confirm and approve the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
83,596,373	1,059,689	812,752	N/A

At the Annual Meeting, stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

**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 thereunto duly authorized.

**NEW YORK MORTGAGE TRUST,  
INC.  
(Registrant)**

Date: May 15, 2015 By: /s/ Steven R. Mumma  
Steven R. Mumma  
Chief Executive Officer and President