

MCADAMS JOSEPH LLOYD

Form 5

February 14, 2018

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
MCADAMS JOSEPH LLOYD

2. Issuer Name **and** Ticker or Trading  
Symbol  
ANWORTH MORTGAGE ASSET  
CORP [ANH]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2017

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

1299 OCEAN AVE., 2ND FL.

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SANTA MONICA, CA 90401

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2017 <sup>(1)</sup>	Â	J	25,834 A \$ <sup>(1)</sup>	1,252,488 <sup>(2)</sup>	D	Â
Common Stock	Â	Â	Â	Â Â Â	41,500 <sup>(3)</sup>	I	By spouse
Common Stock	Â	Â	Â	Â Â Â	33,700 <sup>(4)</sup>	I	McAdams Foundation

Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information  
contained in this form are not required to respond unless**

SEC 2270  
(9-02)

the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	Â	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock	197,176

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCADAMS JOSEPH LLOYD 1299 OCEAN AVE., 2ND FL. SANTA MONICA, CA 90401	Â X	Â	Â Chief Executive Officer	Â

## Signatures

/s/ Joseph Lloyd  
McAdams 02/14/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares were acquired under the Anworth Mortgage Asset Corporation Dividend Reinvestment and Stock Purchase Plan in exempt transactions pursuant to Rule 16a-11 at the then-current market prices during calendar year 2017.
  - Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with his spouse.
  - Mr. McAdams' spouse owns 41,500 shares in which Mr. McAdams disclaims any beneficial interest.
  - Shares held by the McAdams Foundation, of which Mr. McAdams is a director.
  - 1-for-1.
  - The Restricted Stock Units are not vested at the Grant Date. During the period commencing on the day immediately following the three (3) year anniversary of the Grant Date and ending on the ten (10) year anniversary of the Grant Date, the Restricted Stock Units shall vest on the last day of any month when the total return to stockholders (meaning the aggregate of Common Stock price appreciation and dividends declared, assuming full reinvestment of dividends) exceeds 10% per annum. Also, during the period commencing on the Grant Date and ending on the last day of the calendar month after the three (3) year anniversary of the Grant Date, the Restricted Stock Units

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shall vest immediately upon the Grantee's involuntary termination of service for any reason other than for Cause. In regards to these Restricted Stock Units, no common shares will be issued until the Units vest.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.