

MCADAMS JOSEPH LLOYD

Form 4

March 12, 2019

FORM 4**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).

**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

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(Print or Type Responses)

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)

1299 OCEAN AVE., 2ND FL.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SANTA MONICA, CA 90401

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	1,285,903 ⁽¹⁾	D	
Common Stock					41,500 ⁽²⁾	I	By spouse
Common Stock					33,700 ⁽³⁾	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 the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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. Amount or Number of Shares
Series B Cumulative Convertible Preferred Stock	\$ 10.5 ⁽⁴⁾	03/08/2019		P	3,500	⁽⁵⁾ ⁽⁶⁾	Common Stock	18,406
Series B Cumulative Convertible Preferred Stock	\$ 10.5 ⁽⁴⁾	03/11/2019		P	3,200	⁽⁵⁾ ⁽⁶⁾	Common Stock	16,828

Reporting Owners

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

Signatures

/s/ Joseph Lloyd
McAdams
03/12/2019

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).
- (1) Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with his spouse.
- (2) Mr. McAdams' spouse owns 41,500 shares in which Mr. McAdams disclaims any beneficial interest.
- (3) Shares held by the McAdams Foundation, of which Mr. McAdams is a director.

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The Series B Cumulative Convertible Preferred Stock is convertible into shares of Anworth Mortgage Asset Corporation common stock initially at a conversion price of \$10.50, subject to adjustment upon the occurrence of certain events specified in the Articles Supplementary for Series B Cumulative Convertible Preferred Stock, a copy of which was filed as an exhibit to a Current Report on Form 8-K with the U.S. Securities and Exchange Commission on January 30, 2007.

(5) Immediately exercisable.

(6) The Series B Cumulative Convertible Preferred Stock has no expiration date.

This price reported in Column 8 is the weighted average price of the 3,500 shares purchased by the McAdams Foundation on March 8, 2019 in multiple transactions in the open market at prices ranging from \$23.41 to \$23.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the price range set forth in this footnote (7) to this Form 4.

This price reported in Column 8 is the weighted average price of the 3,200 shares purchased by the McAdams Foundation on March 11, 2019 in multiple transactions in the open market at prices ranging from \$22.88 to \$23.61, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the price range set forth in this footnote (8) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space 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.