

MCADAMS JOSEPH LLOYD
 Form 5
 February 13, 2019

FORM 5

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

OMB APPROVAL

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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

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)
 12/31/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---------------------|--|--|---|
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 12/31/2018 ⁽¹⁾ | Â | J | | 33,415 | A \$ ⁽¹⁾ | 1,285,903 ⁽²⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 41,500 ⁽³⁾ | I | By spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 33,700 ⁽⁴⁾ | I | The McAdams Foundation |

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

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(9-02)

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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | 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 | Â |

Signatures

/s/ Joseph Lloyd
McAdams 02/13/2019

**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) 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-prevailing market prices during calendar year 2018.
 - (2) Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with his spouse.
 - (3) Mr. McAdams' spouse owns 41,500 shares in which Mr. McAdams disclaims any beneficial interest.
 - (4) Shares held by The McAdams Foundation, of which Mr. McAdams is a director.
 - (5) 1-for-1.
 - (6) 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 10 (ten) 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

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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 3 (three) year anniversary of the Grant Date, the Restricted Stock Units 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.