

Orchid Island Capital, Inc.  
Form 8-A12B  
October 06, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ORCHID ISLAND CAPITAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State of Incorporation)**

**27-3269228**  
**(IRS Employer Identification No.)**

**3305 Flamingo Drive**

**Vero Beach, Florida**  
**(Address of Principal Executive Offices)**

**32963**  
**(Zip Code)**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class<br/>to be so Registered</b> | <b>Name of Each Exchange on<br/>Which Each Class is to be Registered</b> |
|--|--|
| <b>Common Stock, \$0.01 par value per share</b>    | <b>New York Stock Exchange</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates (if applicable):**

**Not Applicable**

**Securities registered pursuant to Section 12(g) of the Act:**

**None.**

**EXPLANATORY NOTE**

This Registration Statement on Form 8-A is being filed by Orchid Island Capital, Inc., a Maryland corporation (the Company), in connection with the registration of its common stock, par value \$0.01 per share (the Common Stock), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and the transfer of the listing of the Company's Common Stock from the NYSE MKT to the New York Stock Exchange (the NYSE).

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Company's Common Stock as set forth under the caption "Description of Common Stock" in the Company's Registration Statement on Form S-3 (Registration No. 333-195389), as initially filed with the Securities and Exchange Commission on April 18, 2014, as subsequently amended and as may be amended after the date hereof, is hereby incorporated by reference.

**Item 2. Exhibits.**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ORCHID ISLAND CAPITAL, INC.

Date: October 3, 2014

By: /s/ Robert E. Cauley  
Robert E. Cauley  
Chairman and Chief Executive Officer