

Orchid Island Capital, Inc.  
Form 8-K  
June 17, 2015

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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): June 17, 2015 (June 16, 2015)

Orchid Island Capital, Inc.  
(Exact name of Registrant as specified in its charter)

|  |                                       |   |
|--|---------------------------------------|---|
| Maryland<br>(State or Other Jurisdiction<br>of Incorporation or<br>Organization) | 001-35236<br>(Commission File Number) | 27-3269228<br>(I.R.S. Employer<br>Identification No.) |
|--|---------------------------------------|---|

3305 Flamingo Drive, Vero Beach, Florida 3296  
(Address of principal executive offices) (Zip code)

(772) 231-1400  
(Registrant's telephone number including area code)

Not Applicable  
(Former name or former address, if changed from last report)

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

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(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.

At the annual meeting of stockholders of Orchid Island Capital, Inc. (the “Company”) held on June 16, 2015 (the “Annual Meeting”), the stockholders voted on the following matters: (i) the election of the six nominated directors and (ii) the ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2015. As of April 28, 2015, the record date for the Annual Meeting, there were 18,345,179 shares of common stock outstanding and entitled to vote.

The full results of the matters voted on at the annual meeting of stockholders are set forth below:

Proposal 1—Election of Directors. The following nominees were elected to our Board to serve until the next annual meeting of the Company’s stockholders or until his or her successor is elected and qualified: Robert E. Cauley, G. Hunter Haas, IV, W Coleman Bitting, John B. Van Heuvelen, Frank P. Filippis and Ava L. Parker.

| Nominee for Director | For       | Against | Abstain | Broker Non-Votes |
|----------------------|-----------|---------|---------|------------------|
| Robert E. Cauley     | 5,248,417 | 50,343  | 95,549  | 9,047,373        |
| G. Hunter Haas, IV   | 5,223,524 | 74,223  | 98,564  | 9,047,373        |
| W Coleman Bitting    | 5,243,275 | 52,470  | 98,564  | 9,047,373        |
| John B. Van Heuvelen | 5,233,708 | 64,911  | 95,690  | 9,047,373        |
| Frank P. Filippis    | 5,232,270 | 65,193  | 96,846  | 9,047,373        |
| Ava L. Parker        | 5,240,621 | 54,371  | 99,317  | 9,047,373        |

Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm. This proposal was ratified upon the following vote.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 13,957,956 | 288,051 | 195,675 | *                |

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\*No broker non-votes arose in connection with Proposal 2 due to the fact that the matter was considered “routine” under New York Stock Exchange rules.

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 hereunto duly authorized.

ORCHID ISLAND CAPITAL, INC.

Date: June 17, 2015

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