

CAPSTEAD MORTGAGE CORP

Form 8-K

February 05, 2008

**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): January 28, 2008**  
**Capstead Mortgage Corporation**  
(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-08896  
(Commission File Number)

75-2027937  
(I.R.S. Employer Identification  
Number)

8401 North Central Expressway  
Suite 800  
Dallas, Texas  
(Address of principal executive  
offices)

75225  
(Zip Code)

Registrant's telephone number, including area code: (214) 874-2323

Check the appropriate box 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 (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 8.01. Other Events.

Reference is hereby made to the registration statement of Capstead Mortgage Corporation (the Company ) on Form S-3 (File No. 333-143390), which became effective as of August 14, 2007 (the Registration Statement ), pursuant to which the Company registered the sale of debt and equity securities in accordance with the provisions of the Securities Act of 1933, as amended. Reference is also hereby made to the prospectus and the related prospectus supplement, which was filed with the Commission pursuant to Rule 424(b)(5) on January 28, 2008, with respect to the Company s common stock.

On January 28, 2008, the Company entered into an Underwriting Agreement with Bear, Stearns & Co. Inc. and Deutsche Bank Securities Inc., as representatives of the underwriters listed in Schedule I thereto (the Underwriters ) in connection with an underwritten public offering (the Offering ) by the Company of 8,000,000 shares (along with 1,200,000 shares to cover the Underwriters over-allotment option) of the Company s common stock, par value \$0.01 per share.

On February 1, 2008, Hogan & Hartson LLP issued their opinion with respect to the legality of an underwritten public offering by the Company of 8,000,000 shares of the Company s common stock, par value \$0.01 per share.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Underwriting Agreement, dated January 28, 2008, by and between Capstead Mortgage Corporation, Bear, Stearns & Co. Inc. and Deutsche Bank Securities Inc., as representatives of the underwriters listed in Schedule I thereto. |
| 5.1         | Opinion of Hogan & Hartson LLP, dated February 1, 2008, with respect to the legality of the shares of common stock being issued.   |

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SIGNATURE

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

Dated: February 4, 2008

CAPSTEAD MORTGAGE CORPORATION

By: /s/ Phillip A. Reinsch  
Phillip A. Reinsch  
Executive Vice President, Chief  
Financial Officer and Secretary