

AG Mortgage Investment Trust, Inc.  
Form 8-K  
May 02, 2014

**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): May 2, 2014 (April 30, 2014)**

**AG MORTGAGE INVESTMENT TRUST, INC.**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35151**  
**(Commission**  
  
**File Number)**  
**245 Park Avenue, 26th floor**  
  
**New York, New York 10167**

**27-5254382**  
**(I.R.S. Employer**  
  
**Identification No.)**

**(212) 692-2000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

Check the appropriate box below if the Form 8-K 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2014 annual meeting of stockholders of AG Mortgage Investment Trust, Inc. (the Company) held on April 30, 2014, the Company's stockholders voted on the following matters which were set forth in the notice for the meeting:

1. election of the board of directors, with each director serving a one-year term until his successor is elected and qualifies;
2. ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014; and
3. approval, on an advisory basis, of the Company's executive compensation.

Each of the seven nominees was elected, the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm was ratified and executive compensation was approved on an advisory basis.

The vote tabulation for each proposal is as follows:

1. Election of Directors:

| Director           | Votes      |           |                  |
|--------------------|------------|-----------|------------------|
|                    | Votes For  | Withheld  | Broker Non-Votes |
| Arthur Ainsberg    | 13,363,021 | 204,712   | 9,303,896        |
| Andrew L. Berger   | 13,296,317 | 271,416   | 9,303,896        |
| Joseph LaManna     | 13,301,234 | 266,499   | 9,303,896        |
| Jonathan Lieberman | 12,701,460 | 866,273   | 9,303,896        |
| Peter Linneman     | 13,273,017 | 294,716   | 9,303,896        |
| David Roberts      | 13,199,424 | 368,309   | 9,303,896        |
| Frank Stadelmaier  | 11,468,728 | 2,099,005 | 9,303,896        |

2. Ratification of Appointment of Independent Registered Public Accounting Firm:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 22,692,197 | 96,437        | 82,995      | -0-              |

3. Approval, on an Advisory Basis, of Executive Compensation:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 13,226,703 | 239,988       | 101,042     | 9,303,896        |

**SIGNATURES**

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.

Date: May 2, 2014

AG MORTGAGE INVESTMENT TRUST,  
INC.

By: /s/ ALLAN KRINSMAN

Name: Allan Krinsman  
Title: General Counsel and Secretary