

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 17, 2022**

Ellington Residential Mortgage REIT

(Exact name of registrant specified in its charter)

Maryland
(State or Other Jurisdiction Of Incorporation)

001-35896
(Commission File Number)

46-0687599
(IRS Employer Identification No.)

53 Forest Avenue
Old Greenwich, CT 06870
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(203) 698-1200**

Not applicable

(Former name or former address, if changed since 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 (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))

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

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|--|--------------------------|--|
| Common Shares of Beneficial Interest, \$0.01 par value per share | EARN | The New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2022, Ellington Residential Mortgage REIT (the “Company”) held its annual meeting of shareholders. Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934. The final voting results for each of the matters submitted to a vote of the shareholders at the annual meeting are set forth below.

Proposal 1: Election of Trustees

Votes regarding the election of six trustees, each of whom was elected for a term expiring at the 2023 annual meeting or until such time as his or her successor is elected and qualified, were as follows:

| | For | Withheld | Broker Non-Votes |
|--------------------------|-----------|----------|------------------|
| Robert B. Allardice, III | 3,366,081 | 893,749 | 5,252,567 |
| Mary McBride | 3,450,501 | 809,329 | 5,252,567 |
| David J. Miller | 3,364,256 | 895,574 | 5,252,567 |
| Laurence Penn | 4,126,279 | 133,551 | 5,252,567 |
| Ronald I. Simon, Ph.D. | 3,305,014 | 954,816 | 5,252,567 |
| Michael W. Vranos | 4,092,140 | 167,690 | 5,252,567 |

Proposal 2: Advisory (Non-Binding) “Say on Pay” Vote to Approve Executive Compensation

Votes on a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers were as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 3,754,762 | 360,060 | 145,008 | 5,252,567 |

Proposal 3: Ratification of the Appointment of the Company's Independent Registered Public Accountants

Votes regarding the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022 were as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 8,883,364 | 186,747 | 442,286 | * |

* No broker non-votes arose in connection with this proposal due to the fact that the proposal was considered “routine” under New York Stock Exchange Rules.

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.

ELLINGTON RESIDENTIAL MORTGAGE REIT

Dated: May 17, 2022

By: /s/ Christopher Smernoff

Christopher Smernoff
Chief Financial Officer