

Edgar Filing: Western Asset Mortgage Capital Corp - Form SC 13G

Western Asset Mortgage Capital Corp
Form SC 13G
May 25, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No.)

Western Asset Mortgage Capital Corp.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

95790D105

(CUSIP Number)

May 15, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

CUSIP No. 95790D105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Brian Taylor*

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,012,682

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,012,682

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,012,682

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 95790D105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Pine River Capital Management L.P.*

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,012,682

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,012,682

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,012,682

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 95790D105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Pine River Fixed Income Master Fund Ltd.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

962,048

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

962,048

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

962,048

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 95790D105

Item 1(a). Name of Issuer:

Western Asset Mortgage Capital Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

385 East Colorado Boulevard
Pasadena, CA 91101

Item 2(a). Name of Persons Filing:

Brian Taylor
Pine River Capital Management L.P.
Pine River Fixed Income Master Fund Ltd.

Item 2(b). Address of Principal Business Office, or if None, Residence:

Brian Taylor
Pine River Capital Management L.P.
601 Carlson Parkway
Suite 330
Minnetonka, MN 55305

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Pine River Fixed Income Master Fund Ltd.
c/o Pine River Capital Management L.P.
601 Carlson Parkway
Suite 330
Minnetonka, MN 55305

Item 2(c). Citizenship:

Brian Taylor - United States
Pine River Capital Management L.P. - Delaware, United States
Pine River Fixed Income Master Fund Ltd. - Cayman Islands

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 Par Value

Item 2(e). CUSIP Number:

95790D105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

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Brian Taylor - 1,012,682
Pine River Capital Management L.P. - 1,012,682
Pine River Fixed Income Master Fund Ltd. - 962,048

(b) Percent of class:

Brian Taylor - 9.8%
Pine River Capital Management L.P. - 9.8%
Pine River Fixed Income Master Fund Ltd. - 9.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Brian Taylor - 0
Pine River Capital Management L.P. - 0
Pine River Master Fund Ltd. - 0

(ii) Shared power to vote or to direct the vote:

Brian Taylor - 1,012,682
Pine River Capital Management L.P. - 1,012,682
Pine River Master Fund Ltd. - 962,048

(iii) Sole power to dispose or to direct the disposition of:

Brian Taylor - 0
Pine River Capital Management L.P. - 0
Pine River Master Fund Ltd. - 0

(iv) Shared power to dispose or to direct the disposition of:

Brian Taylor - 1,012,682
Pine River Capital Management L.P. - 1,012,682
Pine River Master Fund Ltd. - 962,048

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

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Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

By signing below, each reporting person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Brian Taylor***

Brian Taylor

PINE RIVER CAPITAL MANAGEMENT L.P.***

By: Pine River Capital Management LLC, its general partner

/s/ Brian Taylor

By: Brian Taylor
Title: Sole Member

Pine River Fixed Income Master Fund Ltd.***

/s/ Brian Taylor

By: Brian Taylor
Title: Director

Date: May 25, 2012

*With respect to this Reporting Person, the holdings reported do not include 506,341 warrant shares attributable to the Reporting Person pursuant to one or more warrants. The warrants are not currently exercisable, in whole or in part, and do not become exercisable until six months after the date of issuance.

The exercise of the Issuer's warrants held by the Reporting Persons is subject to certain limitations. No person may exercise the Issuer's warrants, if, taking into account any of the Issuer's common stock held by such person, and after giving effect to the proposed warrant exercise, such person will

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beneficially own or constructively own shares in excess of 9.8 percent of the total value or number of shares, whichever is more restrictive, of the issued and outstanding shares of the Issuer's common stock (including shares of the Issuer's common stock issuable upon such exercise).

**With respect to this Reporting Person, the holdings reported do not include 481,024 warrant shares attributable to the Reporting Person pursuant to a warrant. The warrant is not currently exercisable, in whole or in part, and does not become exercisable until six months after the date of issuance.

The exercise of the Issuer's warrants held by the Reporting Persons is subject to certain limitations. No person may exercise the Issuer's warrants, if, taking into account any of the Issuer's common stock held by such person, and after giving effect to the proposed warrant exercise, such person will beneficially own or constructively own shares in excess of 9.8 percent of the total value or number of shares, whichever is more restrictive, of the issued and outstanding shares of the Issuer's common stock (including shares of the Issuer's common stock issuable upon such exercise).

***The Reporting Persons disclaim beneficial ownership in the common stock reported herein except to the extent of their pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G dated May 25, 2012 relating to the Common Stock, \$.01 Par Value of Western Asset Mortgage Capital Corp. shall be filed on behalf of the undersigned.

/s/ Brian Taylor

Brian Taylor

PINE RIVER CAPITAL MANAGEMENT L.P.

By: Pine River Capital Management LLC, its general partner

/s/ Brian Taylor

By: Brian Taylor

Title: Sole Member

Pine River Fixed Income Master Fund Ltd.

/s/ Brian Taylor

By: Brian Taylor

Title: Director