
**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 2, 2019**

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))

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 2.02 Results of Operations and Financial Condition.

The information in this Item 2.02 and the disclosure incorporated by reference in Item 7.01 with respect to Exhibit 99.1 attached to this Current Report on Form 8-K are being furnished by Ellington Residential Mortgage REIT (the "Company") pursuant to Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and Item 2.02 of Form 8-K, insofar as they disclose historical information regarding the Company's results of operations or financial condition for the quarter ended March 31, 2019.

On May 2, 2019, the Company issued a press release announcing its financial results for the quarter ended March 31, 2019. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in Item 2.02 and the disclosure incorporated by reference in Item 7.01 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure.

The disclosure contained in Item 2.02 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished herewith this Current Report on Form 8-K.

99.1 [Earnings Press Release dated May 2, 2019](#)

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 2, 2019

By: /s/ Christopher Smernoff

Christopher Smernoff
Chief Financial Officer

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Earnings Press Release dated May 2, 2019

Ellington Residential Mortgage REIT Reports First Quarter 2019 Results

OLD GREENWICH, Connecticut—May 2, 2019

Ellington Residential Mortgage REIT (NYSE: EARN) (the "Company") today reported financial results for the quarter ended March 31, 2019.

Highlights

- Net income of \$8.9 million, or \$0.72 per share.
- Core Earnings¹ of \$2.4 million, or \$0.19 per share, and Adjusted Core Earnings¹ of \$3.3 million, or \$0.27 per share.
- Book value of \$12.69 per share as of March 31, 2019, which includes the effect of a first quarter dividend of \$0.34 per share.
- Net interest margin of 0.83%, and adjusted net interest margin² of 1.08%.
- Weighted average constant prepayment rate for the fixed-rate Agency specified pool portfolio of 6.0%.
- Dividend yield of 11.7% based on the May 1, 2019 closing stock price of \$11.66.
- Debt-to-equity ratio of 9.0:1 as of March 31, 2019; adjusted for unsettled purchases and sales, the debt-to-equity ratio was 8.9:1.
- Net mortgage assets-to-equity ratio of 8.5:1³ as of March 31, 2019.

First Quarter 2019 Results

"During the first quarter, Ellington Residential generated net income of \$0.72 per share and an economic return of 5.93%, or almost 26% annualized," stated Laurence Penn, Chief Executive Officer and President.

"The strong performance of Agency RMBS helped drive our results this quarter, and the recent decline in mortgage rates and corresponding increase in prepayment expectations boosted the value of the prepayment protection that our specified pools provide. In contrast, the generic pools that underlie TBAs tend to be more prepayment-sensitive. Because we concentrate our long investments in specified pools as opposed to TBAs, the increase in specified pool pay-ups further benefited our performance for the quarter.

"The year is off to a great start, and with interest rates low and prepayments likely to pick up from here, we believe that our portfolio is well positioned. Changes in the prepayment landscape should favor our core strengths of prepayment modeling, asset selection, and dynamic interest rate hedging, while also providing meaningful trading opportunities."

¹ Core Earnings and Adjusted Core Earnings are non-GAAP financial measures. Adjusted Core Earnings represents Core Earnings excluding the effect of the Catch-up Premium Amortization Adjustment on interest income. See "Reconciliation of Core Earnings to Net Income (Loss)" below for an explanation regarding the calculation of Core Earnings, Adjusted Core Earnings, and the Catch-up Premium Amortization Adjustment.

² Adjusted net interest margin represents net interest margin excluding the effect of the Catch-up Premium Amortization Adjustment on interest income.

³ The Company defines its net mortgage assets-to-equity ratio as the net aggregate market value of its mortgage-backed securities (including the underlying market values of its long and short TBA positions) divided by total shareholders' equity. As of March 31, 2019 the market value of the Company's mortgage-backed securities and its net short TBA position was \$1.492 billion and \$(152.3) million, respectively, and total shareholders' equity was \$158.2 million.

Financial Results

The following table summarizes the Company's portfolio of RMBS as of March 31, 2019 and December 31, 2018:

(In thousands)	March 31, 2019					December 31, 2018				
	Current Principal	Fair Value	Average Price ⁽¹⁾	Cost	Average Cost ⁽¹⁾	Current Principal	Fair Value	Average Price ⁽¹⁾	Cost	Average Cost ⁽¹⁾
Agency RMBS ⁽²⁾										
15-year fixed-rate mortgages	\$ 137,382	\$ 141,192	\$ 102.77	\$ 140,235	\$ 102.08	\$ 135,537	\$ 137,531	\$ 101.47	\$ 138,844	\$ 102.44
20-year fixed-rate mortgages	37,455	39,126	104.46	39,038	104.23	7,267	7,505	103.28	7,842	107.91
30-year fixed-rate mortgages	1,134,722	1,183,728	104.32	1,186,421	104.56	1,237,047	1,273,514	102.95	1,294,517	104.65
ARMs	26,316	27,141	103.13	27,612	104.92	17,752	18,243	102.77	18,969	106.86
Reverse mortgages	70,531	76,032	107.80	76,559	108.55	70,991	75,904	106.92	77,322	108.92
Total Agency RMBS	1,406,406	1,467,219	104.32	1,469,865	104.51	1,468,594	1,512,697	103.00	1,537,494	104.69
Non-Agency RMBS	13,576	11,170	82.28	9,027	66.49	13,755	11,233	81.66	9,431	68.56
Total RMBS ⁽²⁾	1,419,982	1,478,389	104.11	1,478,892	104.15	1,482,349	1,523,930	102.81	1,546,925	104.36
Agency IOs	n/a	13,872	n/a	14,663	n/a	n/a	16,366	n/a	16,740	n/a
Total mortgage-backed securities		\$ 1,492,261		\$ 1,493,555			\$ 1,540,296		\$ 1,563,665	

(1) Represents the dollar amount (not shown in thousands) per \$100 of current principal of the price or cost for the security.

(2) Excludes Agency IOs.

The Company's overall RMBS portfolio decreased by 3.1% to \$1.492 billion as of March 31, 2019, as compared to \$1.540 billion as of December 31, 2018. The Company's Agency RMBS portfolio turnover was 16% for the quarter, as compared to 22% in the prior quarter. The Company's total investment in non-Agency RMBS was \$11.2 million as of both March 31, 2019, and December 31, 2018.

The Company benefited from strong performance in its Agency RMBS portfolio this quarter. Declining interest rates and tightening yield spreads on many Agency RMBS generated net realized and unrealized gains on the Company's Agency assets. Additionally, outperformance of specified pools compared to TBAs, in the form of higher pay-ups for specified pools, also contributed to results, as the Company continued to concentrate its long investments in specified pools, as opposed to TBAs. Pay-ups are price premiums for specified pools relative to their TBA counterparts. Increasing prepayment expectations related to declining mortgage rates were the key drivers of the expansion in specified pool pay-ups. Average pay-ups on the Company's specified pools increased to 0.99% as of March 31, 2019, as compared to 0.58% as of December 31, 2018. Meanwhile, declining interest rates during the quarter led to losses on the Company's interest rate hedges, and these hedging losses partially offset the gains on the Company's assets. During the quarter the Company continued to hedge interest rate risk, primarily through the use of interest rate swaps, short positions in TBAs, U.S. Treasury securities, and futures.

The Company's non-Agency RMBS performed well during the quarter, driven by strong net interest income and net unrealized gains. Fundamentals underlying non-Agency RMBS remain strong, led by a stable housing market. To the extent that more attractive entry points develop in non-Agency RMBS, the Company may increase its capital allocation to this sector.

Core Earnings was lower this quarter as compared to the prior quarter, primarily as a result of a reversal in the direction of the Catch-up Premium Amortization Adjustment. With mortgage rates declining quarter over quarter, expected future prepayments increased, which caused a negative Catch-Up Premium Amortization Adjustment to interest income in the current quarter, as compared to a positive adjustment to interest income in the prior quarter. Adjusted Core Earnings was lower in the current quarter as compared to the prior quarter, primarily as a result of an increase in repo borrowing rates combined with a smaller portfolio, partially offset by increases in asset yields.

Reconciliation of Core Earnings to Net Income (Loss)

Core Earnings consists of net income (loss), excluding realized and change in net unrealized gains and (losses) on securities and financial derivatives, and, if applicable, items of income or loss that are of a non-recurring nature. Core Earnings includes net realized and change in net unrealized gains (losses) associated with payments and accruals of periodic payments on interest rate swaps. Adjusted Core Earnings represents Core Earnings excluding the effect of the Catch-up Premium Amortization Adjustment on interest income. The Catch-up Premium Amortization Adjustment is a quarterly adjustment to premium amortization triggered by changes in actual and projected prepayments on the Company's Agency RMBS (accompanied by a corresponding offsetting adjustment to realized and unrealized gains and losses). The adjustment is calculated as of the

beginning of each quarter based on the Company's then-current assumptions about cashflows and prepayments, and can vary significantly from quarter to quarter.

Core Earnings and Adjusted Core Earnings are supplemental non-GAAP financial measures. The Company believes that Core Earnings and Adjusted Core Earnings provide information useful to investors because they are metrics that the Company uses to assess its performance and to evaluate the effective net yield provided by the portfolio. Moreover, one of the Company's objectives is to generate income from the net interest margin on the portfolio, and Core Earnings and Adjusted Core Earnings are used to help measure the extent to which this objective is being achieved. In addition, the Company believes that presenting Core Earnings enables its investors to measure, evaluate and compare its operating performance to that of its peer companies. However, because Core Earnings and Adjusted Core Earnings are incomplete measures of the Company's financial results and differ from net income (loss) computed in accordance with GAAP, they should be considered as supplementary to, and not as substitutes for, net income (loss) computed in accordance with GAAP.

The following table reconciles, for the three-month periods ended March 31, 2019 and December 31, 2018, the Company's Core Earnings and Adjusted Core Earnings on a consolidated basis to the line on the Company's Consolidated Statement of Operations entitled Net Income (Loss), which the Company believes is the most directly comparable GAAP measure on its Consolidated Statement of Operations to Core Earnings:

<i>(In thousands except share amounts)</i>	Three-Month Period Ended March 31, 2019	Three-Month Period Ended December 31, 2018
Net Income (Loss)	\$ 8,928	\$ (10,074)
Less:		
Net realized gains (losses) on securities	(1,674)	(9,787)
Net realized gains (losses) on financial derivatives, excluding periodic payments ⁽¹⁾	(13,105)	3,102
Change in net unrealized gains (losses) on securities	21,971	20,524
Change in net unrealized gains (losses) on financial derivatives, excluding accrued periodic payments ⁽²⁾	(634)	(27,936)
Subtotal	6,558	(14,097)
Core Earnings	\$ 2,370	\$ 4,023
Less: Catch-up Premium Amortization Adjustment	(944)	31
Adjusted Core Earnings	\$ 3,314	\$ 3,992
Weighted Average Shares Outstanding	12,467,913	12,619,912
Core Earnings Per Share	\$ 0.19	\$ 0.32
Adjusted Core Earnings Per Share	\$ 0.27	\$ 0.32

(1) For the three-month period ended March 31, 2019, represents Net realized gains (losses) on financial derivatives of \$(12.1) million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$1.0 million. For the three-month period ended December 31, 2018, represents Net realized gains (losses) on financial derivatives of \$3.1 million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(36) thousand.

(2) For the three-month period ended March 31, 2019, represents Change in net unrealized gains (losses) on financial derivatives of \$(1.0) million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$(0.3) million. For the three-month period ended December 31, 2018, represents Change in net unrealized gains (losses) on financial derivatives of \$(27.4) million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$0.5 million.

About Ellington Residential Mortgage REIT

Ellington Residential Mortgage REIT is a mortgage real estate investment trust that specializes in acquiring, investing in and managing residential mortgage- and real estate-related assets, with a primary focus on residential mortgage-backed securities for which the principal and interest payments are guaranteed by a U.S. government agency or a U.S. government-sponsored enterprise. Ellington Residential Mortgage REIT is externally managed and advised by Ellington Residential Mortgage Management LLC, an affiliate of Ellington Management Group, L.L.C.

Conference Call

The Company will host a conference call at 11:00 a.m. Eastern Time on Friday, May 3, 2019, to discuss its financial results for the quarter ended March 31, 2019. To participate in the event by telephone, please dial (877) 437-3698 at least 10 minutes prior to the start time and reference the conference ID number 8667797. International callers should dial (810) 740-4679 and reference the same conference ID number. The conference call will also be webcast live over the Internet and can be accessed via the "For Our Shareholders" section of the Company's web site at www.earnreit.com. To listen to the live webcast, please visit www.earnreit.com at least 15 minutes prior to the start of the call to register, download, and install necessary audio software. In connection with the release of these financial results, the Company also posted an investor presentation, that will accompany the conference call, on the Company's website at www.earnreit.com under "For Our Shareholders—Presentations."

A dial-in replay of the conference call will be available on Friday, May 3, 2019, at approximately 2:00 p.m. Eastern Time through Friday, May 17, 2019 at approximately 11:59 p.m. Eastern Time. To access this replay, please dial (800) 585-8367 and enter the conference ID number 8667797. International callers should dial (404) 537-3406 and enter the same conference ID number. A replay of the conference call will also be archived on the Company's web site at www.earnreit.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve numerous risks and uncertainties. Actual results may differ from the Company's beliefs, expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements are not historical in nature and can be identified by words such as "believe," "expect," "anticipate," "estimate," "project," "plan," "continue," "intend," "should," "would," "could," "goal," "objective," "will," "may," "seek," or similar expressions or their negative forms, or by references to strategy, plans, or intentions. Examples of forward-looking statements in this press release include, without limitation, the Company's beliefs regarding the current economic and investment environment, the Company's ability to implement its investment and hedging strategies, the Company's future prospects and the protection of the Company's net interest margin from prepayments, volatility and its impact on the Company, the performance of the Company's investment and hedging strategies, the Company's exposure to prepayment risk in the Company's Agency portfolio, and statements regarding the drivers of the Company's returns. The Company's results can fluctuate from month to month and from quarter to quarter depending on a variety of factors, some of which are beyond the Company's control and/or are difficult to predict, including, without limitation, changes in interest rates and the market value of the Company's securities, changes in mortgage default rates and prepayment rates, the Company's ability to borrow to finance its assets, changes in government regulations affecting the Company's business, the Company's ability to maintain its exclusion from registration under the Investment Company Act of 1940 and other changes in market conditions and economic trends. Furthermore, forward-looking statements are subject to risks and uncertainties, including, among other things, those described in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 filed on March 8, 2019 which can be accessed through the link to the Company's SEC filings under "For Our Shareholders" on the Company's website (www.earnreit.com) or at the SEC's website (www.sec.gov). Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected or implied may be described from time to time in reports we file with the SEC, including reports on Forms 10-Q, 10-K and 8-K. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

ELLINGTON RESIDENTIAL MORTGAGE REIT
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)

	Three-Month Period Ended	
	March 31, 2019	December 31, 2018
<i>(In thousands except share amounts)</i>		
INTEREST INCOME (EXPENSE)		
Interest income	\$ 12,613	\$ 13,875
Interest expense	(9,555)	(9,084)
Total net interest income	3,058	4,791
EXPENSES		
Management fees to affiliate	595	579
Professional fees	229	182
Compensation expense	151	79
Insurance expense	74	74
Other operating expenses	319	318
Total expenses	1,368	1,232
OTHER INCOME (LOSS)		
Net realized gains (losses) on securities	(1,674)	(9,787)
Net realized gains (losses) on financial derivatives	(12,091)	3,066
Change in net unrealized gains (losses) on securities	21,971	20,524
Change in net unrealized gains (losses) on financial derivatives	(968)	(27,436)
Total other income (loss)	7,238	(13,633)
NET INCOME (LOSS)	\$ 8,928	\$ (10,074)
NET INCOME (LOSS) PER COMMON SHARE:		
Basic and Diluted	\$ 0.72	\$ (0.80)
WEIGHTED AVERAGE SHARES OUTSTANDING	12,467,913	12,619,912
CASH DIVIDENDS PER SHARE:		
Dividends declared	\$ 0.34	\$ 0.34

ELLINGTON RESIDENTIAL MORTGAGE REIT
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

	As of	
	March 31, 2019	December 31, 2018 ⁽¹⁾
<i>(In thousands except share amounts)</i>		
ASSETS		
Cash and cash equivalents	\$ 44,263	\$ 18,585
Mortgage-backed securities, at fair value	1,492,261	1,540,296
Due from brokers	34,753	24,051
Financial derivatives—assets, at fair value	5,489	11,839
Reverse repurchase agreements	38,835	379
Receivable for securities sold	27,926	74,197
Interest receivable	5,394	5,607
Other assets	812	612
Total Assets	\$ 1,649,733	\$ 1,675,566
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Repurchase agreements	\$ 1,427,147	\$ 1,481,561
Payable for securities purchased	—	11,275
Due to brokers	4,084	1,325
Financial derivatives—liabilities, at fair value	11,107	16,559
U.S. Treasury securities sold short, at fair value	38,670	374
Dividend payable	4,239	4,252
Accrued expenses	671	838
Management fee payable to affiliate	595	579
Interest payable	5,070	4,981
Total Liabilities	1,491,583	1,521,744
SHAREHOLDERS' EQUITY		
Preferred shares, par value \$0.01 per share, 100,000,000 shares authorized; (0 shares issued and outstanding, respectively)	—	—
Common shares, par value \$0.01 per share, 500,000,000 shares authorized; (12,467,103 and 12,507,213 shares issued and outstanding, respectively)	125	125
Additional paid-in-capital	230,527	230,888
Accumulated deficit	(72,502)	(77,191)
Total Shareholders' Equity	158,150	153,822
Total Liabilities and Shareholders' Equity	\$ 1,649,733	\$ 1,675,566
PER SHARE INFORMATION		
Common shares, par value \$0.01 per share	\$ 12.69	\$ 12.30

(1) Derived from audited financial statements as of December 31, 2018.