

Edgar Filing: Western Asset Mortgage Capital Corp - Form DEL AM

Western Asset Mortgage Capital Corp  
Form DEL AM  
March 08, 2017

385 East Colorado Boulevard, 3rd Floor, Pasadena, California 91101

March 8, 2017  
VIA EDGAR  
Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Western Asset Mortgage Capital Corporation Registration Statement on Form S-3 (File No. 333-216496)  
Ladies and Gentlemen:

We are filing this letter in order to provide the staff of the Division of Corporation Finance sufficient time to perform its customary screening and review of registration statements prior to their effectiveness.

Pursuant to Rule 473(c) of the Securities Act of 1933 (the "Act"), the following delaying amendment, prescribed by Rule 473(a) of the Act, is hereby incorporated into the facing page of the Registration Statement on Form S-3 (File No. 333-216496) filed by Western Asset Mortgage Capital Corporation on March 7, 2017:

"The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine."

If you have any questions or comments in connection with this delaying amendment, please contact David J. Goldschmidt (212-735-3574) of Skadden, Arps, Slate, Meagher & Flom LLP.

[Signature page follows]

---

Kind regards,

/s/ Lisa Meyer

Lisa Meyer

Chief Financial Officer & Treasurer

Western Asset Mortgage Capital Corporation

cc:David J. Goldschmidt, Skadden, Arps, Slate, Meagher & Flom LLP