SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] Cauley Robert E	2. Issuer Name **and** Ticker or Trading Symbol Orchid Island Capital, Inc. [ORC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)　　　(First)　　　(Middle)

C/O BIMINI CAPITAL MANAGEMENT, INC

3305 FLAMINGO DRIVE

(Street)

VERO BEACH　FL　　32963

(City)　　　(State)　　　(Zip)

| 3. Date of Earliest Transaction (Month/Day/Year)
03/22/2021 |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)
03/23/2021 |

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director　　　　10% Owner

X Officer (give title below)　　Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

　Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2021		A		62,705[(1)]	A	$0	170,269	D	
Common Stock	03/22/2021		F		23,667	D	$6.03	146,602	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Units	[(2)]	03/22/2021		A		62,705		[(2)]	[(2)]	Common Stock	62,705	$0	64,656	D	

Explanation of Responses:

1. Unrestricted shares of the Company's common stock issued under the 2012 Equity Incentive Compensation Plan and the 2016 Long-Term Incentive Compensation Plan, the 2018 Long-Term Incentive Compensation Plan and the 2020 Long-Term Incentive Compensation Plan.

2. Performance units issued under the 2012 Equity Incentive Compensation Plan and the 2016 Long-Term Incentive Compensation Plan, the 2018 Long-Term Incentive Compensation Plan and the 2020 Long Term Incentive Compensation Plan. Each performance unit represents a contingent right to receive one share of the Issuer's common stock. The performance units are earned at the rate of 10% per quarter commencing with the quarter ending March 31, 2022 and concluding with the quarter ending June 30, 2024. The number of performance units actually earned by the Reporting Person is subject to adjustment based on the Issuer's achievement of certain performance goals as set forth in a performance unit award agreement by and between the Issuer and the Reporting Person.

/s/ Robert E. Cauley　　　　03/25/2021

** Signature of Reporting Person　　Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.