

Ellington Financial LLC  
Form 8-K  
May 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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 16, 2011

**ELLINGTON FINANCIAL LLC**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34569**  
(Commission  
File Number)

**26-0489289**  
(IRS Employer  
Identification No.)

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53 Forest Avenue

Old Greenwich, CT 06870

(Address and zip code of principal executive offices)

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

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))

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

On May 16, 2011, Ellington Financial LLC (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 following matters were submitted to a vote of the shareholders.

**Election of Directors:**

Votes regarding the election of five directors, each of whom was elected for a term expiring at the 2012 annual meeting or until such time as his respective successor is elected and qualified, were as follows:

|                        | For        | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| Thomas F. Robards      | 12,756,928 | 280,362  | 3,070,271        |
| Michael W. Vranos      | 12,756,365 | 280,925  | 3,070,271        |
| Laurence Penn          | 12,756,528 | 280,762  | 3,070,271        |
| Ronald I. Simon, Ph.D. | 12,756,658 | 280,632  | 3,070,271        |
| Edward Resendez        | 12,756,223 | 281,067  | 3,070,271        |

**Say on Pay**

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 |
|------------|---------|-------------|------------------|
| 12,716,344 | 37,888  | 283,058     | 3,070,271        |

**Say When On Pay**

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

| Every 1 Year | Every 2 Years | Every 3 Years | Abstentions | Broker Non-Votes |
|--------------|---------------|---------------|-------------|------------------|
| 12,692,310   | 31,812        | 20,635        | 292,533     | 3,070,271        |

The Company has determined that future advisory votes on executive compensation will be held every year.

**Ratification of 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, 2011 were as follows:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 15,792,988 | 37,959  | 276,614     | N/A              |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ELLINGTON FINANCIAL LLC**  
**(Registrant)**

Date: May 17, 2011

By: /s/ Lisa Mumford  
Lisa Mumford  
Chief Financial Officer