

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

May 21, 2020

Jennifer W. Murphy President, Chief Executive Officer and Director Western Asset Mortgage Capital Corporation 385 East Colorado Boulevard Pasadena, California 91101

> Re: Western Asset Mortgage Capital Corporation Registration Statement on Form S-3 Filed May 19, 2020 File No. 333-238486

Dear Ms. Murphy:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Ronald (Ron) Alper at 202-551-3329 with any questions.

Sincerely,

Division of Corporation Finance Office of Real Estate & Construction

cc: David J. Goldschmidt