

REDWOOD TRUST INC
Form 8-K
February 01, 2019

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): January 29, 2019

REDWOOD TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-13759

68-0329422

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification Number)

One Belvedere Place

Suite 300

Mill Valley, California 94941

(Address of principal executive offices, including Zip Code)

(415) 389-7373

(Registrant's telephone number, including area code)

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01 Entry Into a Material Definitive Agreement.

On January 29, 2019, Redwood Trust, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Goldman Sachs & Co. LLC, as representatives of the several underwriters named therein (collectively, the “Underwriters”), related to the public offering by the Company of 10,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”).

Under the terms of the Underwriting Agreement, the Underwriters had an option to purchase an additional 1,500,000 shares of the Company’s Common Stock (the “Option Shares”) from the Company, which they exercised in full on January 30, 2019.

The Shares and the Option Shares were delivered against payment therefor on February 1, 2019.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report.

Item 8.01 Other Events.

In connection with the closing of the Company’s offering of shares of its Common Stock described in Item 1.01 of this Current Report, the Company is filing the opinion of its Maryland counsel, Venable LLP, regarding the legality of the shares of Common Stock issued in connection therewith. The opinion is filed as Exhibit 5.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

<u>1.1</u>	<u>Underwriting Agreement by and among Redwood Trust, Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Goldman Sachs & Co. LLC, dated January 29, 2019.</u>
<u>5.1</u>	<u>Opinion of Venable LLP.</u>

23.2 Consent of Venable LLP (included in Exhibit 5.1).

SIGNATURES

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 hereunto duly authorized.

Date: February 1, 2019 REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone
Name: Andrew P. Stone
Title: Executive Vice President,
General Counsel, and Secretary