

REDWOOD TRUST INC  
Form 8-K  
January 29, 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 (Commission (IRS Employer**  
**incorporation)                      File Number) 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 8.01 Other Events.**

Redwood Trust, Inc. (the “Company”) is superseding and replacing the discussion under the heading “Material U.S. Federal Income Tax Considerations” in (1) the prospectus dated May 10, 2016, which is a part of the registration statement on Form S-3 (Registration Nos. 333-211267 and 333-211267-1) filed with the Securities and Exchange Commission (the “SEC”) by the Company and Redwood Capital Trust II on May 10, 2016, and the prospectus supplements thereto, and (2) Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 20, 2018.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

99.1            Material U.S. Federal Income Tax Considerations

**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: January 29, 2019 REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone

Name: Andrew P. Stone

Title: Executive Vice President, General Counsel, and Secretary