

REDWOOD TRUST INC  
Form 8-K/A  
May 14, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K/A**

**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 14, 2008**

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**REDWOOD TRUST, INC.**

(Exact name of Registrant as specified in its charter)

<b>Maryland</b>	<b>1-13759</b>	<b>68-0329422</b>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

**One Belvedere Place, Suite 300  
Mill Valley, California 94941**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(415) 389-7373**

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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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This Current Report on Form 8-K/A, including Exhibit 99.1 to this Current Report, is being filed solely for the purpose of amending the document entitled "The Redwood Review" filed as Exhibit 99.3 to the Current Report on Form 8-K we filed with the Securities and Exchange Commission on March 5, 2008, to delete in its entirety page 50 of that document. Page 50 of that document should no longer be considered part of the Current Report on Form 8-K filed on March 5, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit      Exhibit Title**

**No .**

99.1      The Redwood Review, as amended solely to delete page 50 from the Redwood Review filed as Exhibit 99.3 to the Current Report on Form 8-K filed on March 5, 2008 (page 50 should no longer be considered part of the Current Report on Form 8-K filed on March 5, 2008)

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**SIGNATURES**

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

Date: May 14, 2008

REDWOOD TRUST, INC.

By: /s/ MARTIN S. HUGHES

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Martin S. Hughes  
Chief Financial Officer and Secretary

**Exhibit Index**

<b>Exhibit No .</b>	<b>Exhibit Title</b>
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