

REDWOOD TRUST INC
Form 8-K
June 25, 2018

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): June 25, 2018

REDWOOD TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction)

001-13759
(Commission)

68-0329422
(IRS Employer)

of incorporation)

File Number)
One Belvedere Place

Identification Number)

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.

Completion of Public Offering of Convertible Senior Notes

On June 25, 2018, Redwood Trust, Inc. (the *Company*) completed its registered underwritten public offering of \$200 million aggregate principal amount of the *Company*'s 5.625% Convertible Senior Notes due 2024 (the *Notes*) pursuant to an underwriting agreement (the *Underwriting Agreement*) with Credit Suisse Securities (USA) LLC (*Credit Suisse*), J.P. Morgan Securities LLC (*J.P. Morgan*) and Wells Fargo Securities, LLC (*Wells Fargo*), as representatives of the several underwriters named therein (the *Offering*).

The Underwriters (as defined below) have the option, exercisable within 30 days of June 20, 2018, to purchase up to an additional \$30 million aggregate principal amount of *Notes* from the *Company*, solely to cover over-allotments.

The offer and sale of the *Notes* (and the shares of the *Company*'s common stock, par value \$0.01 per share (the *Common Stock*)), issuable upon conversion of the *Notes*) have been registered pursuant to the Registration Statement on Form S-3 (Registration Statement No. 333-211267) (the *Registration Statement*) filed with the Securities and Exchange Commission (the *Commission*) under the Securities Act of 1933, as amended (the *Act*), including the prospectus supplement filed by the *Company* with the *Commission* pursuant to Rule 424(b) under the *Act* dated June 20, 2018 (the *Prospectus Supplement*) to the prospectus contained in the Registration Statement dated May 10, 2016.

The resulting aggregate net proceeds to the *Company* from the *Offering* were approximately \$194.0 million (and, if the Underwriters' over-allotment option is exercised in full, would be approximately \$223.2 million), after deducting underwriting discounts and commissions and estimated expenses payable by the *Company*. The *Company* intends to use the net proceeds from the *Offering* to fund its business and investment activity, which may include funding purchases of residential mortgage loans and acquiring mortgage-backed securities for the *Company*'s investment portfolio, funding new investment initiatives in the single-family rental and multifamily housing sectors, as well as for other general corporate purposes. Pending such uses, the *Company* may use all or a portion of the net proceeds from this *Offering* to temporarily reduce borrowings under its short-term residential loan warehouse facilities and its short-term real estate securities repurchase facilities. The *Company* may subsequently re-borrow amounts under its short-term residential loan warehouse facilities and its short-term real estate securities repurchase facilities to fund its business and investment activity.

Base Indenture and Supplemental Indenture

The *Company* issued the *Notes* under an indenture dated as of March 6, 2013 (the *Base Indenture*) between the *Company* and Wilmington Trust, National Association, a national banking association, as trustee (the *Trustee*), as supplemented by the third supplemental indenture dated as of June 25, 2018, between the *Company* and the *Trustee* (the *Supplemental Indenture* and, together with the *Base Indenture*, the *Indenture*).

The *Notes* bear interest at a rate of 5.625% per year, payable semi-annually in arrears on January 15 and July 15 of each year, beginning on January 15, 2019. The *Notes* are the general unsecured obligations of the *Company* and rank equal in right of payment with the other existing and future senior unsecured indebtedness of the *Company* and senior in right of payment to any indebtedness of the *Company* that is contractually subordinated to the *Notes*. The *Notes*, however, are effectively subordinated in right of payment to the existing and future secured indebtedness of the *Company* to the extent of the value of the collateral securing such indebtedness, and structurally subordinated to the claims of the *Company*'s subsidiaries' creditors, including trade creditors.

The *Notes* will mature on July 15, 2024 (the *Maturity Date*), unless earlier redeemed or repurchased by the *Company* or converted. Holders may convert any of their *Notes* into shares of the *Company*'s *Common Stock*, at the applicable conversion rate at any time prior to the close of business on the second scheduled trading day prior to the *Maturity Date*, unless the *Notes* have been previously repurchased or redeemed by the *Company*.

The initial conversion rate of the Notes is 54.7645 shares of Common Stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$18.26 per share. The initial conversion price represents a premium of approximately 10% over the closing price of the Company's Common Stock on June 20, 2018. The conversion rate is subject to adjustment in certain circumstances.

Upon the occurrence of a fundamental change (as defined in the Indenture) involving the Company, holders of the Notes may require the Company to repurchase all or a portion of their Notes for cash at a price equal to 100% of the principal amount of the Notes to be purchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

The Company will not be permitted to redeem the Notes at its option prior to maturity, except to the extent, and only to the extent, necessary to preserve its status as a real estate investment trust (REIT) for U.S. federal income tax purposes. If the Company determines that redeeming the Notes is necessary to preserve its status as a REIT, then it may redeem all or part of the Notes at a cash redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. The Company may at any time and from time to time repurchase Notes by tender offer, open market purchases, negotiated transactions or otherwise, in accordance with applicable securities laws.

If an event of default (as defined in the Indenture) occurs and is continuing, the Trustee by notice to the Company, or the holders of at least 25% in aggregate principal amount of the Notes then outstanding by notice to the Company and the Trustee, may, and the Trustee at the request of such holders shall, declare 100% of the principal of and accrued and unpaid interest on all the Notes to be due and payable. In the case of an event of default arising out of certain bankruptcy or insolvency events (as set forth in the Indenture), 100% of the principal of and accrued and unpaid interest on the Notes will automatically become due and payable.

A copy of the Base Indenture is incorporated by reference as Exhibit 4.1 to this Current Report. A copy of the Supplemental Indenture, including the form of Note, is filed as Exhibit 4.2 to this Current Report.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information required by this Item 2.03 relating to the Notes and the Indenture is contained in Item 1.01 above and is incorporated herein by reference.

Item 8.01 Other Events.

On June 20, 2018, the Company entered into the Underwriting Agreement with Credit Suisse, J.P. Morgan and Wells Fargo, as representatives of the several underwriters named therein (collectively, the Underwriters). Subject to the terms and conditions of the Underwriting Agreement, the Company agreed to sell to the Underwriters, and the Underwriters agreed to purchase from the Company, \$200 million aggregate principal amount of the Company's 5.625% Convertible Senior Notes due 2024. The Company also granted the Underwriters a 30-day option to purchase up to an additional \$30 million aggregate principal amount of the Notes solely to cover over-allotments. Pursuant to the terms of the Underwriting Agreement, the parties have agreed to indemnify each other against certain liabilities, including liabilities under the Act.

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

Pursuant to the terms of the Underwriting Agreement, all of the Company's directors and executive officers also agreed not to sell or transfer any Common Stock held by them for 75 days after June 20, 2018 without first obtaining the written consent of Credit Suisse, J.P. Morgan and Wells Fargo on behalf of the Underwriters, subject to certain exceptions as described in the Prospectus Supplement.

Attached as Exhibit 5.1 to this Current Report is a copy of the opinion of Latham & Watkins LLP relating to the validity of the Notes sold in the Offering. Attached as Exhibit 5.2 to this Current Report is a copy of the opinion of Venable LLP regarding certain Maryland law issues, including the validity of the shares of Common Stock issuable upon conversion of the Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 1.1 | <u>Underwriting Agreement by and among Redwood Trust, Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, dated June 20, 2018.</u> |
| 4.1 | <u>Indenture, dated March 6, 2013, between Redwood Trust, Inc. and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A, filed March 6, 2013).</u> |
| 4.2 | <u>Third Supplemental Indenture, dated June 25, 2018, between Redwood Trust, Inc. and Wilmington Trust, National Association, as Trustee (including the form of 5.625% Convertible Senior Note due 2024).</u> |
| 5.1 | <u>Opinion of Latham & Watkins LLP.</u> |
| 5.2 | <u>Opinion of Venable LLP.</u> |
| 23.1 | <u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u> |
| 23.2 | <u>Consent of Venable LLP (included in Exhibit 5.2).</u> |

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: June 25, 2018

REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone

Name: Andrew P. Stone

Title: Executive Vice President,
General Counsel, and Secretary