

STARWOOD PROPERTY TRUST, INC.

Form 8-K

October 10, 2012

**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): **October 3, 2012**

**Starwood Property Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-34436**  
(Commission File Number)

**27-0247747**  
(IRS Employer Identification No.)

**591 West Putnam Avenue**  
**Greenwich, CT**  
(Address of principal  
executive offices)

**06830**  
(Zip Code)

Registrant's telephone number, including area code: **(203) 422-7700**

(Former name or former address, if changed since last report.)

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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))
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**Item 8.01. Other Events.**

On October 3, 2012, Starwood Property Trust, Inc. (the Company) and its external manager, SPT Management, LLC (the Manager), entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. (the Underwriters), relating to the issuance and sale of 16,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 2,400,000 shares of Common Stock, which the Underwriters exercised in full on October 4, 2012. The Company expects to receive net proceeds from the offering (including the issuance of the option shares) of approximately \$417.7 million after deducting its estimated expenses. The offering is expected to close on October 10, 2012.

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

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | Underwriting Agreement, dated October 3, 2012, among the Company, the Manager and the Underwriters |
| 5.1                   | Opinion of Foley & Lardner LLP regarding the legality of the shares                                |
| 8.1                   | Opinion of Sidley Austin LLP regarding certain tax matters   |
| 23.1                  | Consent of Foley & Lardner LLP (included in Exhibit 5.1)   |
| 23.2                  | Consent of Sidley Austin LLP (included in Exhibit 8.1)   |

**SIGNATURE**

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.

Dated: October 10, 2012

STARWOOD PROPERTY TRUST, INC.

|        |                      |
|--------|----------------------|
| By:    | /s/ Andrew J. Sossen |
| Name:  | Andrew J. Sossen     |
| Title: | Authorized Signatory |

**EXHIBIT INDEX**

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