

STARWOOD PROPERTY TRUST, INC.

Form 8-K

October 08, 2014

**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 2, 2014**

**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.)

## Edgar Filing: STARWOOD PROPERTY TRUST, INC. - Form 8-K

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))
-

**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 Item 2.03 contained in Item 8.01 below is incorporated by reference herein.

**Item 8.01. Other Events.**

On October 2, 2014, Starwood Property Trust, Inc. (the "Company") and its external manager, SPT Management, LLC (the "Manager"), entered into an Underwriting Agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC (the "Underwriters"), relating to the issuance and sale of \$375,000,000 aggregate principal amount of its 3.75% Convertible Senior Notes due 2017 (the "Convertible Notes"). Prior to April 15, 2017, the Convertible Notes will be convertible only upon certain circumstances and during certain periods, and thereafter will be convertible at any time prior to the close of business on the second scheduled trading day prior to maturity at an initial conversion rate of 41.7397 shares of common stock per \$1,000 principal amount of Convertible Notes, subject to adjustment in certain circumstances. Upon conversion, holders will receive cash, shares of the Company's common stock, par value \$0.01 per share, or a combination thereof at the Company's election. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional \$56,250,000 aggregate principal amount of Convertible Notes to cover over-allotments, which the Underwriters exercised in full on October 6, 2014. The Convertible Notes were issued on October 8, 2014 pursuant to an Indenture, dated as of February 15, 2013, between the Company and The Bank of New York Mellon, as trustee (the "Trustee"), as supplemented by the Third Supplemental Indenture, dated as of October 8, 2014, between the Company and the Trustee. The Convertible Notes and the shares of the Company's common stock issuable upon conversion of the Convertible Notes have been registered under the Securities Act of 1933, as amended (the "Act"), pursuant to a shelf registration statement on Form S-3 (File No. 333-186561) previously filed by the Company with the Securities and Exchange Commission under the Act.

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

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement, dated October 2, 2014, among the Company, the Manager and the Underwriters
4.1	Form of Indenture for Senior Debt Securities between the Company and The Bank of New York Mellon, as trustee*
4.2	Third Supplemental Indenture, dated as of October 8, 2014, between the Company and The Bank of New York Mellon, as trustee
4.3	Form of 3.75% Convertible Senior Notes due 2017 (included in Exhibit 4.2)
5.1	Opinion of Sidley Austin LLP
5.2	Opinion of Foley & Lardner LLP
23.1	Consent of Sidley Austin LLP (included in Exhibit 5.1)
23.2	Consent of Foley & Lardner LLP (included in Exhibit 5.2)

---

\* Incorporated by reference to exhibit 4.4 of the Registration Statement of Starwood Property Trust, Inc. on Form S-3 (File No. 333-186561), filed with the SEC on February 11, 2013.



**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 8, 2014

STARWOOD PROPERTY TRUST, INC.

By:	/s/ Andrew J. Sossen
Name:	Andrew J. Sossen
Title:	Chief Operating Officer and General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 2, 2014, among the Company, the Manager and the Underwriters
4.1	Form of Indenture for Senior Debt Securities between the Company and The Bank of New York Mellon, as trustee*
4.2	Third Supplemental Indenture, dated as of October 8, 2014, between the Company and The Bank of New York Mellon, as trustee
4.3	Form of 3.75% Convertible Senior Notes due 2017 (included in Exhibit 4.2)
5.1	Opinion of Sidley Austin LLP
5.2	Opinion of Foley & Lardner LLP
23.1	Consent of Sidley Austin LLP (included in Exhibit 5.1)
23.2	Consent of Foley & Lardner LLP (included in Exhibit 5.2)

---

\* Incorporated by reference to exhibit 4.4 of the Registration Statement of Starwood Property Trust, Inc. on Form S-3 (File No. 333-186561), filed with the SEC on February 11, 2013.