

STARWOOD PROPERTY TRUST, INC.
Form 10-Q/A
January 07, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-34436

Starwood Property Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

27-0247747
(I.R.S. Employer
Identification No.)

591 West Putnam Avenue
Greenwich, Connecticut
(Address of Principal Executive Offices)

06830
(Zip Code)

Registrant's telephone number, including area code:

(203) 422-7700

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| | 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of November 5, 2018 was 275,351,911.

EXPLANATORY NOTE

Starwood Property Trust, Inc. (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (the “Form 10-Q”), which was filed with the Securities and Exchange Commission (the “SEC”) on November 9, 2018, in response to comments from the SEC regarding a confidential treatment request made by the Company with respect to Exhibit 10.1 to the Form 10-Q. The Company is refiling the agreement contained in Exhibit 10.1 and re-instating certain information previously redacted from such Exhibit.

Except as described above, no other changes have been made to the Form 10-Q. This Amendment does not reflect events occurring after the date of the Form 10-Q, nor does it modify or update any of the other information contained in the Form 10-Q in any way other than as required to reflect the amendment discussed above. Accordingly, this Amendment should be read in conjunction with the Form 10-Q and the Company’s other filings with the SEC.

Item 6. Exhibits.

(a) Index to Exhibits

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 2.1† | <u>Asset Purchase Agreement, dated August 7, 2018, between Starwood Property Trust, Inc., as buyer, and GE Capital Global Holdings, LLC, as seller</u> |
| 10.1 | <u>Third Amended and Restated Credit Agreement, dated February 28, 2018, between Starwood Property Mortgage Sub-10, LLC and Starwood Property Mortgage Sub-10-A, LLC, as borrowers, and Bank of America, N.A., as administrative agent, and Amendment No. 1, dated August 1, 2018, to the Third Amended and Restated Credit Agreement between Starwood Property Mortgage Sub-10, LLC and Starwood Property Mortgage Sub-10-A, LLC, as borrowers, and Bank of America, N.A., as administrative agent*</u> |
| 10.2† | <u>Credit Agreement, dated September 19, 2018, by and among SPT Infrastructure Finance Sub-1, LLC, SPT Infrastructure Finance Sub-2, Ltd. and SPT Infrastructure Finance Sub-3, LLC, as borrowers and MUFG Bank, Ltd., as administrative agent*</u> |
| 31.1 | <u>Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002</u> |
| 31.2 | <u>Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002</u> |
| 32.1† | <u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| 32.2† | <u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| 101.INS† | XBRL Instance Document |
| 101.SCH† | XBRL Taxonomy Extension Schema Document |
| 101.CAL† | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF† | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB† | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE† | XBRL Taxonomy Extension Presentation Linkbase Document |

*Confidential portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

† Previously filed with the Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, filed with the SEC on November 9, 2018.

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 thereunto duly authorized.

STARWOOD PROPERTY TRUST, INC.

Date: January 7, 2019 By: /s/ BARRY S. STERNLICHT

Barry S. Sternlicht
Chief Executive Officer
Principal Executive Officer

Date: January 7, 2019 By: /s/ RINA PANIRY

Rina Paniry
Chief Financial Officer, Treasurer, Chief Accounting Officer and Principal Financial
Officer