

STARWOOD PROPERTY TRUST, INC.
Form 8-K
May 16, 2011

**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): **May 10, 2011**

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 May 10, 2011, 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. and Deutsche Bank Securities Inc. (collectively, the Underwriters), relating to the issuance and sale of 22,000,000 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 3,300,000 shares of Common Stock. The Company expects to receive net proceeds from the offering of approximately \$475.7 million after deducting the underwriting discounts and commissions and its estimated expenses (or approximately \$547.3 million if the Underwriters option to purchase additional shares is exercised in full). The offering closed on May 16, 2011.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 1.1 | Underwriting Agreement, dated May 10, 2011, among the Company, the Manager, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. |
| 5.1 | Opinion of DLA Piper LLP (US) regarding the legality of the shares |
| 8.1 | Opinion of Sidley Austin LLP regarding certain tax matters |
| 23.1 | Consent of DLA Piper LLP (US) (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: May 16, 2011

STARWOOD PROPERTY TRUST, INC.

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

EXHIBIT INDEX

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