

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

REDWOOD TRUST, INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

68-0329422
(I.R.S. Employer
Identification No.)

One Belvedere Place, Suite 300
Mill Valley, CA 94941
(Address of principal executive offices) (Zip code)
2002 Redwood Trust, Inc. Incentive Plan
(as amended)
(Full title of the plan)

Martin S. Hughes
President and Chief Executive Officer
Redwood Trust, Inc.
One Belvedere Place, Suite 300
Mill Valley, CA 94941
(415) 389-7373

Copies to:
Keith Benson, Esq.
Latham & Watkins LLP
505 Montgomery Street, Suite 2000
San Francisco, California 94111
(415) 391-0600

(Name and address, including zip code, and telephone
number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share	1,450,000 Shares	\$14.395	\$20,872,750	\$2,423.33

(1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement shall also automatically cover any additional shares of common stock of Redwood Trust, Inc. ("Common Stock") which become issuable under the 2002 Redwood Trust, Inc. Incentive Plan (as amended) (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of outstanding shares of the Registrant's Common Stock.

(2) This estimate is made pursuant to Rule 457(c) solely for purposes of calculating the registration fee pursuant to Rule 457(h), and is based on a price of \$14.395, which represents the average of the high and low prices per share of Common Stock as reported on the New York Stock Exchange on August 1, 2011.

INTRODUCTION

By previous registration statements on Form S-8 (File Nos. 333-89300, 333-116395, 333-136497 and 333-155154) filed with the Securities and Exchange Commission (the "Commission"), Redwood Trust, Inc., a Maryland corporation (the "Company"), previously registered an aggregate of 2,934,064 shares of its common stock, par value \$0.01 per share (the "Common Stock"), reserved for issuance from time to time in connection with the 2002 Redwood Trust, Inc. Incentive Plan (as amended) (the "Plan"). Under this registration statement, the Company is registering an additional 1,450,000 shares of Common Stock reserved for issuance from time to time in connection with the Plan.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements are incorporated into this registration statement by reference to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The Commission allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this registration statement, and information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the following documents we have filed, or may file, with the Commission:

- (1) Our Annual Report on Form 10-K for the year ended December 31, 2010;
- (2) Our Proxy Statement for our 2011 Annual Meeting of Stockholders pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed on April 4, 2011;
- (3) Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011;
- (4) Our Current Reports on Form 8-K filed on January 14, 2011, January 31, 2011, and May 20, 2011;
- (5) The description of our common stock contained in our registration statement on Form 8-A filed on January 7, 1998; and
- (6) All documents we file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities covered hereby then remaining unsold, are deemed to be incorporated by reference in this registration statement and are a part hereof from the date of filing of such documents.

Any information that we later file with the Commission will automatically update and supersede the information and statements contained in a document incorporated or deemed to be incorporated by reference herein. Any such information or statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this registration statement. Under no circumstances will any information filed under former items 9 or 12 of Form 8-K or current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

- 4.1 Articles of Amendment and Restatement of the Registrant, effective July 6, 1994 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1, filed on August 6, 2008)
 - 4.1.1 Articles Supplementary of the Registrant, effective August 11, 1994 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.1, filed on August 6, 2008)
 - 4.1.2 Articles Supplementary of the Registrant, effective August 14, 1995 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.2, filed on August 6, 2008)
 - 4.1.3 Articles Supplementary of the Registrant, effective August 9, 1996 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.3, filed on August 6, 2008)
 - 4.1.4 Certificate of Amendment of the Registrant, effective June 30, 1998 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.4, filed on August 6, 2008)
 - 4.1.5 Articles Supplementary of the Registrant, effective April 10, 2003 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.5, filed on August 6, 2008)
 - 4.1.6 Articles of Amendment of the Registrant, effective June 12, 2008 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, Exhibit 3.1.6, filed on August 6, 2008)
 - 4.1.7 Articles of Amendment effective May 19, 2009 (Incorporated by reference to the Registrant's Current Report on Form 8-K, Exhibit 3.1, filed on May 21, 2009)
 - 4.1.8 Articles of Amendment effective May 24, 2011 (Incorporated by reference to the Registrant's Current Report on Form 8-K, Exhibit 3.1, filed on May 20, 2011)
 - 4.2 Amended and Restated Bylaws, as adopted on March 5, 2008 (Incorporated by reference to the Registrant's Current Report on Form 8-K, Exhibit 3.1, filed on March 11, 2008)
 - 4.3 Form of Common Stock Certificate (Incorporated by reference to the Registrant's Registration Statement on Form S-11 (No. 333-08363), Exhibit 4.3, filed on August 6, 1996)
 - 4.4 2002 Redwood Trust, Inc. Incentive Plan (as amended) (Incorporated by reference to the Registrant's Current Report on Form 8-K, Exhibit 10.1, filed on May 19, 2010)
 - 5.1 Opinion of Venable LLP
 - 23.1 Consent of Grant Thornton LLP
 - 23.2 Consent of Venable LLP (included in Exhibit 5.1 hereto)
 - 24.1 Power of Attorney (included on the signature page to this registration statement)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mill Valley, State of California, on August 4, 2011.

REDWOOD TRUST, INC.

By: /s/ Martin S. Hughes

Name: Martin S. Hughes

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Martin S. Hughes, Brett D. Nicholas, Diane L. Merdian and each or either of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>/s/ Martin S. Hughes</u> Martin S. Hughes	President, Chief Executive Officer, and Director (Principal Executive Officer)	August 4, 2011
<u>/s/ Diane L. Merdian</u> Diane L. Merdian	Chief Financial Officer (Principal Financial Officer)	August 4, 2011
<u>/s/ Christopher J. Abate</u> Christopher J. Abate	Controller (Principal Accounting Officer)	August 4, 2011
<u>/s/ George E. Bull, III</u> George E. Bull, III	Chairman of the Board, Director	August 4, 2011
<u>/s/ Richard D. Baum</u> Richard D. Baum	Director	August 4, 2011
<u>/s/ Thomas C. Brown</u> Thomas C. Brown	Director	August 4, 2011
<u>/s/ Mariann Byerwalter</u> Mariann Byerwalter	Director	August 4, 2011
<u>/s/ Douglas B. Hansen</u> Douglas B. Hansen	Director	August 4, 2011
<u>/s/ Greg H. Kubicek</u> Greg H. Kubicek	Director	August 4, 2011
<u>/s/ Jeffrey T. Pero</u> Jeffrey T. Pero	Director	August 4, 2011
<u>/s/ Georganne C. Proctor</u> Georganne C. Proctor	Director	August 4, 2011
<u>/s/ Charles J. Toeniskoetter</u> Charles J. Toeniskoetter	Director	August 4, 2011

INDEX TO EXHIBITS

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24.1	Power of Attorney (included on the signature page to this registration statement)

[LETTERHEAD OF VENABLE LLP]

August 5, 2011

Redwood Trust, Inc.
One Belvedere Place
Suite 300
Mill Valley, California 94941

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Redwood Trust, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of up to 1,450,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), that the Company may issue pursuant to the 2002 Redwood Trust, Inc. Incentive Plan, as amended (the "Plan"), covered by the above-referenced Registration Statement (the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
 2. The charter of the Company (the "Charter"), certified as of a recent date by the State Department of Assessments and Taxation of Maryland (the "SDAT");
 3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
 4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
 5. The Plan;
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6. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company, relating to the approval of the Plan and the authorization of the issuance of the Shares, certified as of the date hereof by an officer of the Company;

7. A certificate executed by an officer of the Company, dated as of the date hereof; and

8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. None of the Shares will be issued in violation of any restriction or limitation contained in Article XI of the Charter. Upon any issuance of Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions and the Plan and otherwise in accordance with the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Venable LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 24, 2011, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report on Form 10-K for the year ended December 31, 2010 of Redwood Trust, Inc. and subsidiaries, which is incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement and in the Registration Statements of Redwood Trust, Inc. and subsidiaries on Forms S-8 (Files Nos. 333-89300, 333-116395, 333-136497, and 333-155154).

/s/ GRANT THORNTON LLP

San Francisco, California
August 5, 2011
