
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): February 22, 2012

REDWOOD TRUST, INC.

(Exact name of registrant as specified in its charter)

001-13759

(Commission File Number)

68-0329422

(I.R.S. Employer
Identification No.)

Maryland
(State or other
jurisdiction of
incorporation)

**One Belvedere Place
Suite 300**

Mill Valley, California 94941

(Address of principal executive offices and Zip Code)

(415) 389-7373

(Registrant's telephone number, including area code)

Not Applicable

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

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 (see General Instruction A.2. below):

£ 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 7.01. Regulation FD Disclosure.

On February 22, 2012, Redwood Trust, Inc. issued a press release announcing its Board of Directors' authorization to declare a first quarter regular dividend of \$0.25 per share. The first quarter 2012 dividend is payable on March 30, 2012 to stockholders of record on March 15, 2012. Redwood Trust, Inc. also announced that its Board of Directors has set May 17, 2012 as the date for the 2012 annual meeting of stockholders. The meeting will be held at 10:30 a.m. in Mill Valley, California. Stockholders of record as of March 30, 2012 will be entitled to vote at that meeting.

The information contained in this Item 7.01 and the attached Exhibit 99.1 is furnished to and not filed with the Securities and Exchange Commission, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated February 22, 2012

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.

Date: February 22, 2012

REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone
Name: Andrew P. Stone
Title: General Counsel and Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Exhibit Title</u> |
|---------------------------|---------------------------------------|
| 99.1 | Press Release dated February 22, 2012 |



FOR IMMEDIATE RELEASE

Redwood Trust, Inc.
Wednesday, February 22, 2012

CONTACT: Diane L. Merdian
Chief Financial Officer
(415) 380-2331

Mike McMahon
Managing Director
(415) 384-3805

REDWOOD TRUST DECLARES \$0.25 PER SHARE DIVIDEND FOR THE FIRST QUARTER OF 2012

MILL VALLEY, CA – Wednesday, February 22, 2012 – Redwood Trust, Inc. (NYSE:RWT) today announced that its Board of Directors authorized the declaration of a first quarter regular dividend of \$0.25 per share. The first quarter 2012 dividend is payable on March 30, 2012 to stockholders of record on March 15, 2012.

“The payment of regular dividends remains a priority for Redwood. Our first quarter dividend will mark our 51st consecutive quarterly dividend,” said Martin S. Hughes, Redwood's CEO.

For more information about Redwood Trust, Inc., please visit our website at: www.redwoodtrust.com.
