
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): November 28, 2012

REDWOOD TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other
jurisdiction of
incorporation)

001-13759
(Commission File Number)

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

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))
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Item 7.01 Regulation FD Disclosure.

On November 28, 2012, Redwood Trust, Inc. issued a press release announcing the closing of a securitization of mezzanine loans and other subordinate debt investments sponsored by (i) Redwood Commercial Mortgage Corporation, a wholly owned subsidiary of Redwood Trust, Inc. and (ii) certain other Redwood Trust, Inc. subsidiaries. A copy of the press release is attached as Exhibit 99.1 to this current Report on Form 8-K.

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 November 28, 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: November 28, 2012

REDWOOD TRUST, INC.

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

Exhibit Index

Exhibit No.

Exhibit Title

99.1

Press Release dated November 28, 2012



FOR IMMEDIATE RELEASE

Redwood Trust, Inc.
Wednesday, November 28, 2012

CONTACTS: Christopher Abate
Chief Financial Officer
(415) 384-3584

Mike McMahon
Managing Director
(415) 384-3805

REDWOOD TRUST ANNOUNCES CLOSING OF COMMERCIAL REAL ESTATE SECURITIZATION

MILL VALLEY, CA – Wednesday, November 28, 2012 – Redwood Trust, Inc. (NYSE:RWT) today announced the closing of a \$291 million securitization of mezzanine loans and other subordinate commercial real estate debt investments sponsored by Redwood Commercial Mortgage Corporation (RCMC), a wholly owned subsidiary of Redwood, and certain other Redwood subsidiaries. An aggregate of approximately \$172 million of debt was issued with Redwood retaining the equity interest in the portfolio. The notes have a fixed interest rate of approximately 5.62% and are rated Baa3(sf)/BBB-(sf) by Moody's Investors Service, Inc. and Kroll Bond Rating Agency, Inc., respectively.

The offering of the notes was effected pursuant to a private placement. The notes are secured by a portfolio of 30 collateral interests tied to 76 underlying properties consisting of a mix of multifamily, office, hospitality, retail, self-storage, and mixed-use properties.

UBS Securities LLC acted as the Lead Manager and Sole Bookrunner for this transaction. Wells Fargo Securities, LLC acted as Co-Manager for this transaction.

The notes offered pursuant to this securitization are not registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Redwood Trust, Inc. (NYSE:RWT) is a publicly traded company structured as a real estate investment trust. RCMC is a wholly-owned subsidiary of Redwood Trust, Inc. and is the primary sponsor of the securitization described above. RCMC provides the commercial real estate industry with reliable financing options, including first mortgages, mezzanine loans, and preferred equity.

CAUTIONARY STATEMENT: This announcement contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including statements related to the future of the private mortgage securitization market and the future role of Redwood Trust and its subsidiaries in that market. Forward-looking statements involve numerous risks and uncertainties. Actual events may differ from current expectations and, consequently, you should not rely on these forward-looking statements as predictions of future events. These forward-looking statements are subject to risks and uncertainties, including, among other things, those described in Redwood Trust's Annual Report on Form 10-K for the year ended December 31, 2011, under the caption "Risk Factors." Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected are described below and may be described from time to time in reports Redwood Trust files with the Securities and Exchange Commission, including reports on Forms 10-Q and 8-K. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.
