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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): June 6, 2013

**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 5.02. Departure of Certain Officers.**

(b) On June 6, 2013, Redwood Trust, Inc. (the “Company”) announced that Scott M. Chisholm, a Managing Director, will be resigning from the Company effective as of July 1, 2013. The terms of any severance or separation agreement entered into between the Company and Mr. Chisholm will be disclosed in a subsequent Current Report on Form 8-K.

**Item 7.01. Regulation FD Disclosure.**

On June 6, 2013, Redwood Trust, Inc. issued a press release relating to the resignation of Scott M. Chisholm, a Managing Director. 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. Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press Release dated June 6, 2013

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**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: June 6, 2013

REDWOOD TRUST, INC.

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

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**Exhibit Index**

**Exhibit No.**

**Exhibit Title**

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99.1

Press Release dated June 6, 2013

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REDWOOD TRUST

**FOR IMMEDIATE RELEASE**

Redwood Trust, Inc.  
Thursday, June 6, 2013

CONTACT: Mike McMahon  
Managing Director  
(415) 384-3805

**REDWOOD TRUST ANNOUNCES RESIGNATION OF SCOTT CHISHOLM**

**MILL VALLEY, CA** – Thursday, June 6, 2013 – Redwood Trust, Inc. (NYSE: RWT) today announced that Scott Chisholm, a Managing Director, will be resigning from employment with the Company effective July 1, 2013. Mr. Chisholm joined Redwood in September 2009 to help build Redwood’s platform for commercial real estate mortgage debt investments and originations. Since Mr. Chisholm joined the Company, he has been an important contributor in establishing Redwood as an industry-leading provider of commercial mortgage debt solutions, and has helped to build an exceptional team of commercial real estate professionals located in New York, NY and Mill Valley, CA. Since inception in 2009 through the first quarter of 2013, the Redwood commercial team completed in excess of \$700 million in aggregate principal amount of investments and originations, while providing financing to many of the industry’s most respected commercial real estate investors. In addition, through this platform Redwood was the first to successfully re-open the commercial mezzanine structured financing market through its offering in 2012 of securities backed by this class of collateral.

During his tenure at Redwood, Mr. Chisholm reported to Redwood’s President, Brett Nicholas, and commercial real estate mortgage debt investments and originations were subject to approval under Redwood’s Chief Investment Officer, Fred Matera. Following Mr. Chisholm’s resignation, Mr. Nicholas and Mr. Matera will continue to lead Redwood’s commercial platform.

Marty Hughes, Redwood’s Chief Executive Officer, said “We are thankful for Scott’s contributions to Redwood over the past three plus years. Scott and the team established a commercial platform that is nationally recognized in the marketplace for providing senior and mezzanine debt financing to commercial real estate borrowers.” Mr. Hughes continued, “As our commercial platform moves ahead, we look forward to continuing to serve our customers and optimize the businesses to deliver value to shareholders.”

For more information about Redwood Trust, Inc., please visit our website at: [www.redwoodtrust.com](http://www.redwoodtrust.com).

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