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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): May 20, 2014

**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 May 20, 2014, Redwood Trust, Inc. issued a press release announcing its Board of Directors' authorization to declare a second quarter regular dividend of \$0.28 per share. The second quarter 2014 dividend is payable on June 30, 2014 to stockholders of record on June 13, 2014.

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 May 20, 2014

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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: May 20, 2014

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**

99.1

Press Release dated May 20, 2014

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REDWOOD TRUST

**FOR IMMEDIATE RELEASE**

Redwood Trust, Inc.  
Tuesday, May 20, 2014

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

Mike McMahon  
Managing Director  
(415) 384-3805

**REDWOOD TRUST DECLARES \$0.28 PER SHARE DIVIDEND FOR THE SECOND QUARTER OF 2014**

**MILL VALLEY, CA – Tuesday, May 20, 2014** – Redwood Trust, Inc. (NYSE:RWT) today announced that its Board of Directors authorized the declaration of a second quarter regular dividend of \$0.28 per share. The second quarter 2014 dividend is payable on June 30, 2014 to stockholders of record on June 13, 2014.

"The payment of regular dividends remains a priority for Redwood. Our second quarter dividend will mark our 60th consecutive quarterly dividend," said Marty Hughes, Redwood's CEO.

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

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