
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): March 28, 2016

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; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) & (c): On March 28, 2016, Redwood Trust, Inc. (“Redwood”) announced that its President, Brett D. Nicholas, would depart from employment with Redwood on July 1, 2016 and that Christopher J. Abate, Redwood’s Chief Financial Officer, would be promoted to President effective upon Mr. Nicholas’ departure. Redwood also announced that Mr. Abate would continue to serve as Chief Financial Officer until the conclusion of Redwood’s process of identifying a successor Chief Financial Officer. Further information relating to Mr. Abate that is responsive to the requirements of Item 5.02(c) of Form 8-K is incorporated by reference from (i) Redwood’s Proxy Statement for its 2015 Annual Meeting of Stockholders, a copy of which was filed with the SEC on March 20, 2015 and (ii) Item 5.02 of Redwood’s Current Report on Form 8-K filed with the SEC on January 4, 2016.

In connection with Mr. Nicholas’ departure, Redwood expects that Mr. Nicholas will accrue severance benefits in accordance with the terms of his employment agreement and that Redwood will incur a non-recurring severance-related charge totaling approximately \$4 to \$4.5 million, which is currently expected to be recorded in the first quarter of 2016.

The foregoing disclosures contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including forward-looking statements related to: Redwood’s expectation that it will incur a non-recurring severance-related charge totaling approximately \$4 to \$4.5 million in connection with Mr. Nicholas’ departure from Redwood and Redwood’s current expectation that this severance charge will be recorded in the first quarter of 2016. Forward-looking statements involve numerous risks and uncertainties. Actual results may differ from Redwood Trust’s beliefs, expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements are not historical in nature and can be identified by words such as “anticipate,” “estimate,” “will,” “should,” “expect,” “believe,” “intend,” “seek,” “plan” and similar expressions or their negative forms, or by references to strategy, plans, or intentions. These forward-looking statements are subject to risks and uncertainties, including, among other things, that the severance-related charge described above may be greater than anticipated and/or that it may not be recorded (fully or partially) in the first quarter of 2016. Other risks, uncertainties, and factors that could cause actual results to differ materially from our expectations may be described from time to time in reports Redwood Trust files with the Securities and Exchange Commission, including reports on Forms 10-K, 10-Q and 8-K. Redwood Trust undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 7.01. Regulation FD Disclosure.

On March 28, 2016, Redwood issued a press release announcing the departure of its President, Brett D. Nicholas effective July 1, 2016 and the promotion of Christopher J. Abate, Redwood’s current Chief Financial Officer to President effective upon Mr. Nicholas’ departure. A copy of the press release is attached hereto as Exhibit 99.1.

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 March 28, 2016

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: March 28, 2016

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 March 28, 2016 |



REDWOOD TRUST

FOR IMMEDIATE RELEASE

Redwood Trust, Inc.
Monday, March 28, 2016

CONTACT: Kristin Brown
Investor Relations
(415) 384-3805

Redwood Trust Announces the Departure of Brett Nicholas

MILL VALLEY, CA, March 28, 2016 – Redwood Trust, Inc. (NYSE: RWT) today announced that Brett Nicholas, Redwood’s President, will be leaving the company on July 1, 2016. Upon Mr. Nicholas’ departure, Christopher Abate, Redwood’s current Chief Financial Officer, will be promoted to President. Redwood has begun the process of identifying a successor Chief Financial Officer for Mr. Abate, who will continue to serve as Chief Financial Officer in the interim.

Marty Hughes, Redwood’s Chief Executive Officer, said “Brett has been an important and powerful contributor at Redwood since he joined the company in 1996. Over the past couple of years, Brett led the team that built our residential loan and capital markets platforms, which are nationally recognized for leadership, integrity, and high quality. His contributions will be missed.” Mr. Hughes added, “On a personal note, I am forever grateful to Brett for the executive partnership and business experiences Brett and I shared over the years.”

“Leading the company has been one of the most rewarding experiences of my career, but it is time for me to look toward the next challenge,” said Brett Nicholas. “It has been an incredible 20 year journey for me and I could not be prouder of what we accomplished in establishing Redwood as a recognized leader and innovator in the mortgage finance markets. I leave the company in strong hands, and well positioned for the future.”

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