
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): January 25, 2018

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
(IRS Employer Identification Number)

One Belvedere Place
Suite 300
Mill Valley, California 94941
(Address of principal executive offices, including 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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On January 25, 2018, Redwood Trust, Inc. issued a press release announcing tax information regarding its dividend distributions for 2017. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[Exhibit 99.1](#) [Press Release dated January 25, 2018](#)

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: January 25, 2018

REDWOOD TRUST, INC.

By: /S/ ANDREW P. STONE
Andrew P. Stone
Executive Vice President, General Counsel, and
Secretary

Exhibit Index

Exhibit No.

Exhibit Title

[99.1](#)

[Press Release dated January 25, 2018](#)

**FOR IMMEDIATE RELEASE**

Redwood Trust, Inc.
Thursday, January 25, 2018

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

Redwood Trust Announces Dividend Distribution Tax Information for 2017

MILL VALLEY, CA – Thursday, January 25, 2018 – Redwood Trust, Inc. (NYSE: RWT) today announced tax information regarding its dividend distributions for 2017.

Shareholders should check the tax statements they receive from their brokerage firms to confirm the Redwood dividend distribution information reported in those statements conforms to the information reported here. Set forth in this press release are Redwood's expectations with respect to federal income tax. Shareholders should consult their tax advisors to determine the amount of taxes that should be paid on Redwood's dividend distributions for federal, state, and other income tax purposes.

All of the common stock dividend distributions paid during 2017 are reportable on shareholders' 2017 federal income tax returns, including four \$0.28 per share quarterly regular dividend distributions. Thus, for 2017, Redwood shareholders that held stock for this entire period should report a total of \$1.12 per share of common stock dividend distributions for federal income tax purposes.

Under the federal income tax rules applicable to real estate investment trusts ("REITs"), Redwood's 2017 dividend distributions are expected to be characterized for income tax purposes as 71% ordinary income and 29% qualified dividends. None of Redwood's 2017 dividend distributions are expected to be characterized for federal income tax purposes as a return of capital or long-term capital gain dividends.

As a REIT, the portion of Redwood's 2017 dividend distributions that can be characterized as qualified dividends is limited to Redwood's qualified dividend income for the year. Any remaining amount is generally taxed at full ordinary income tax rates under the applicable federal income tax rules.

The table below provides more detailed information on the expected federal income tax characterization for each of Redwood's common stock dividend distributions that were paid for 2017.

Common Stock (CUSIP 758075 40 2)

Dividend Distribution Type	Record Dates	Payable Dates	Total \$ Paid	Total Distribution Per Share	Ordinary Income Per Share	Qualified Dividend Per Share	Return of Capital Per Share	Long-Term Capital Gains Per Share	AMT Adjustment Per Share
Regular	3/16/2017	3/31/2017	\$ 21,569,212	\$ 0.2800	\$ 0.1989	\$ 0.0811	\$ 0.0000	\$ 0.0000	\$ 0.0005
Regular	6/16/2017	6/30/2017	\$ 21,591,170	\$ 0.2800	\$ 0.1989	\$ 0.0811	\$ 0.0000	\$ 0.0000	\$ 0.0005
Regular	9/15/2017	9/29/2017	\$ 21,592,631	\$ 0.2800	\$ 0.1989	\$ 0.0811	\$ 0.0000	\$ 0.0000	\$ 0.0005
Regular	12/15/2017	12/28/2017	\$ 21,517,875	\$ 0.2800	\$ 0.1989	\$ 0.0811	\$ 0.0000	\$ 0.0000	\$ 0.0005
		Total	\$ 86,270,888	\$ 1.1200	\$ 0.7956	\$ 0.3244	\$ 0.0000	\$ 0.0000	\$ 0.0020

For shareholders that are corporations, Redwood's dividend distributions are not generally eligible for the corporate dividends-received deduction.

No portion of Redwood's 2017 dividend distributions is expected to consist of unrelated business taxable income ("UBTI"), which is subject to specialized tax reporting and other rules applicable for certain tax-exempt investors.

Alternative Minimum Tax

Distributions also included an Alternative Minimum Tax ("AMT") adjustment to increase each dividend recipient's Alternative Minimum Taxable Income ("AMTI"). This AMT adjustment may not affect the amount of a shareholder's 2017 federal tax liability, as it only adjusts AMTI and not regular taxable income. Generally, we would only expect this AMT adjustment to impact shareholders who are subject to AMT.

The Company has determined that the distributions to its shareholders for the tax year ended December 31, 2017, result in an AMT adjustment equal to 0.19% of the total distribution (i.e., for each \$1 of dividend reportable by a shareholder, a positive AMT adjustment of \$0.0019 is required). To determine your share of the Company's positive AMT adjustment, multiply the aggregate dollar amount of your reportable 2017 dividend from the Company by 0.0019. Individual and corporate taxpayers are required to report their share of this AMT adjustment on their tax returns. If you are an individual, please refer to Internal Revenue Service Form 6251, Alternative Minimum Tax-Individuals. If you are a corporation, please refer to Internal Revenue Service Form 4626, Alternative Minimum Tax-Corporations.

If you have questions, please consult your tax advisor for further guidance.

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

Cautionary Statement: This press release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve numerous risks and uncertainties. Our actual results may differ from our 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, (i) that the expectations described herein may change when Redwood's 2017 federal income tax return is completed and filed in 2018 and (ii) the other risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2016 and our Quarterly Reports on Form 10-Q for the quarters ended June 30, 2017 and September 30, 2017, under the caption "Risk Factors." Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected may be described from time to time in reports we file with the Securities and Exchange Commission (SEC), 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.

Statements regarding the following subjects, among others, are forward-looking by their nature: the expected characterization for federal income tax purposes of Redwood's 2017 dividend distributions.