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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 6, 2019

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**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)

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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.

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**Item 7.01. Regulation FD Disclosure.**

On March 6, 2019, the Company issued a press release announcing the completion of the previously announced acquisition of 5 Arches, LLC.

The information contained in 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.

**Forward-Looking Statements**

This Current Report on Form 8-K, including the attached Exhibit 99.1, contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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 based on the Company's current assumptions, expectations and beliefs and are subject to numerous risks, including, among other things, those set forth under the caption "Risk Factors" in the Company's most recent filings with the Securities and Exchange Commission, uncertainties, assumptions and changes in circumstances that may cause the Company's actual results, performance or achievements to differ materially from those expressed or implied in any forward-looking statement. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this Current Report on Form 8-K.

Further information on these and other factors that could affect Redwood's financial results and the forward-looking statements in this Current Report on Form 8-K is included in the Company's filings with the Securities and Exchange Commission, including, among others, the Company's Annual Report on Form 10-K for the year ended December 31, 2018, particularly under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

[Exhibit 99.1](#) [Press Release dated March 6, 2019](#)

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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: March 6, 2019

REDWOOD TRUST, INC.

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

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## REDWOOD TRUST CLOSES PREVIOUSLY ANNOUNCED ACQUISITION OF FIVE ARCHES

**MILL VALLEY, CA – Wednesday, March 6, 2019** – Redwood Trust, Inc. (NYSE: RWT), a leading innovator in housing credit investing, today announced that it has completed its acquisition of 5 Arches, LLC (“5 Arches”), an originator of business-purpose real estate loans. 5 Arches and its team of approximately 95 employees will operate as a wholly owned subsidiary of Redwood.

5 Arches is a business-purpose real-estate lending platform that has generated over \$1.8 billion of originations since 2012. Consideration for the transaction was \$50 million, payable in a mix of cash and Redwood common stock and inclusive of the \$10 million in cash paid in May 2018 to purchase a 20% minority interest in the company.

As part of its minority stake, Redwood procured an exclusive one-year option to purchase the remaining 80% of the 5 Arches platform. In January 2019, Redwood announced it had exercised this option and intended to close the transaction in the first quarter of 2019.

“We are pleased to have completed the acquisition of 5 Arches. Our measured, incremental approach to this transaction allowed us to add a highly accretive and scalable platform while helping to ensure that the integration is a success for stakeholders of both Redwood and 5 Arches. We welcome the 5 Arches team and look forward to the opportunities that the combination affords,” said Christopher J. Abate, Redwood’s Chief Executive Officer.

### News Highlights

- Accelerates access to a growing pipeline of business-purpose real estate loans
- Leverages core competencies in housing credit, product development, and structuring
- Expands opportunities for profitable growth in new markets
- Expected to be accretive to earnings and book value per share

### Additional Resources

- Related Press Release: [Redwood Trust Exercises Option to Acquire Remaining Interest in 5 Arches, January 2019](#)
  - Investor Presentation: [Announcement of Option Exercise to Acquire Remaining 80% of 5 Arches, January 2019](#)
  - Related Press Release: [Redwood Trust Announces Minority Investment in 5 Arches, April 2018](#)
  - Investor Presentation: [Overview of 5 Arches Transaction, April 2018](#)
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**About Redwood Trust**

Redwood Trust, Inc. (NYSE: RWT) is a specialty finance company focused on making credit-sensitive investments in residential mortgages and related assets and engaging in mortgage banking activities. Our goal is to provide attractive returns to shareholders through a stable and growing stream of earnings and dividends, as well as through capital appreciation. Redwood Trust was established in 1994, is internally managed, and structured as a real estate investment trust ("REIT") for tax purposes. For more information about Redwood, please visit our website at [www.redwoodtrust.com](http://www.redwoodtrust.com).

*Forward-Looking Statements: This press release 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 Redwood's expectation that the acquisition will be accretive to earnings and book value per share. 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, those described in our Annual Report on Form 10-K for the year ended December 31, 2018 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, 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.*

**Contact**

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