
Section 1: 8-K (8-K)

**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): **December 9, 2016**

Starwood Property Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-34436
(Commission File Number)

27-0247747
(IRS Employer Identification No.)

591 West Putnam Avenue
Greenwich, CT
(Address of principal
executive offices)

06830
(Zip Code)

Registrant's telephone number, including area code: **(203) 422-7700**

(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))
-
-

Item 8.01 Other Events.

On December 9, 2016, Starwood Property Trust, Inc., a Maryland corporation (the "Company"), issued a press release announcing that it had upsized and priced its private offering (the "Offering") of \$700 million aggregate principal amount of its 5.000% unsecured senior notes due 2021 (the "Notes"). The Offering was upsized from the previously announced \$500 million aggregate principal amount. The Notes priced at 100.000% of the principal amount and the settlement of the Offering is expected to occur on December 16, 2016, subject to customary closing conditions. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The Company intends to use the net proceeds from the Offering to repay a portion of the amount outstanding under its existing \$653.2 million term loan agreement and for other general corporate purposes, which may include the payment of liabilities and other working capital needs.

The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the

“Securities Act”), and non-U.S. persons pursuant to Regulation S under the Securities Act. The Notes will not initially be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from the registration requirements of the Securities Act or any state securities laws.

The information contained in this Current Report on Form 8-K, including exhibit hereto, is neither an offer to sell nor a solicitation of an offer to purchase any of the Notes or any other securities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 9, 2016 issued by Starwood Property Trust, Inc.

2

SIGNATURE

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 hereunto duly authorized.

Dated: December 9, 2016

STARWOOD PROPERTY TRUST, INC.

By: /s/ Andrew J. Sossen
Name: Andrew J. Sossen
Title: Chief Operating Officer and General Counsel

3

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 9, 2016 issued by Starwood Property Trust, Inc.

4

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



Starwood Property Trust Upsizes and Prices Private Offering of Unsecured Senior Notes

GREENWICH, December 9, 2016 /PRNewswire via COMTEX/ — Starwood Property Trust, Inc. (NYSE: STWD) (the “Company”) today announced that it has upsized and priced its private offering of \$700 million aggregate principal amount of its 5.000% unsecured senior notes due 2021 (the “Notes”). The offering was upsized from the previously announced \$500 million aggregate principal amount. The Notes priced at 100.000% of the principal amount and the settlement of the offering is expected to occur on December 16, 2016, subject to customary closing conditions.

The Company intends to use the net proceeds from this offering to repay a portion of the amount outstanding under its existing \$653.2 million term loan agreement and for other general corporate purposes, which may include the payment of liabilities and other working capital needs.

The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and non-U.S. persons pursuant to Regulation S under the Securities Act. The Notes will not initially be registered under the

Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Starwood Property Trust, Inc.

Starwood Property Trust, Inc. (NYSE: STWD), an affiliate of global private investment firm Starwood Capital Group, is the largest commercial mortgage real estate investment trust in the United States. The Company's core business focuses on originating, acquiring, financing and managing commercial mortgage loans and other commercial real estate debt and equity investments. Through its subsidiary LNR Property, LLC, the Company also operates as the largest commercial mortgage special servicer in the United States.

Forward-Looking Statements

Statements in this press release which are not historical fact may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, including statements with respect to the anticipated settlement of this offering and the use of proceeds. Although the Company believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. Factors that could cause actual results to differ materially from the Company's expectations include: (i) factors described in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016, including those set forth under the captions "Risk Factors" and "Business"; (ii) defaults by borrowers in paying debt service on outstanding indebtedness; (iii) impairment in the value of real estate property securing the Company's loans or in which the Company invests; (iv) availability of mortgage origination and acquisition opportunities acceptable to the Company; (v) potential mismatches in the timing of asset repayments and the maturity of the associated financing agreements; (vi) national and local economic and business conditions; (vii) general and local commercial and residential real estate property conditions; (viii) changes in federal government policies; (ix) changes in federal, state and local governmental laws and regulations; (x) increased competition from entities engaged in mortgage lending and securities investing activities; (xi) changes in interest rates; and (xii) the availability of, and costs associated with, sources of liquidity.

Contact:

Zachary Tanenbaum
Starwood Property Trust
Phone: 203-422-7788
Email: ztanenbaum@starwood.com

[\(Back To Top\)](#)