

REDWOOD TRUST INC  
Form 8-K  
May 22, 2015

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 21, 2015

REDWOOD TRUST, INC.  
(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| Maryland<br>(State or other<br>jurisdiction of<br>incorporation) | 001-13759<br><br>(Commission File Number) | 68-0329422<br><br>(I.R.S. Employer<br>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))

Item 5.07. Submission of Matters to a Vote of Security Holders

Redwood Trust, Inc. (the “Company”) held its 2015 Annual Meeting of Stockholders on May 19, 2015 (the “Annual Meeting”). There were 83,554,802 shares of Company common stock entitled to vote at the Annual Meeting. There were three items voted upon at the Annual Meeting, with the voting results for each item set forth below.

Item 1. During the Annual Meeting, stockholders voted to elect Richard D. Baum, Mariann Byerwalter, Douglas B. Hansen, Marty Hughes, Greg H. Kubicek, Karen R. Pallotta, Jeffrey T. Pero, Georganne C. Proctor, and Charles J. Toeniskoetter as directors to serve on the Board of Directors until the annual meeting of stockholders in 2016 and until their successors are duly elected and qualify. The stockholders’ votes with respect to the election of directors were as follows:

| Nominee                  | For        | Against   | Abstain | Broker Non-Votes |
|--------------------------|------------|-----------|---------|------------------|
| Richard D. Baum          | 68,910,392 | 1,248,506 | 54,543  | 8,980,697        |
| Mariann Byerwalter       | 68,916,983 | 1,244,141 | 52,317  | 8,980,697        |
| Douglas B. Hansen        | 68,931,558 | 1,227,553 | 54,330  | 8,980,697        |
| Marty Hughes             | 69,005,079 | 1,157,255 | 51,107  | 8,980,697        |
| Greg H. Kubicek          | 68,929,432 | 1,231,833 | 52,175  | 8,980,697        |
| Karen R. Pallotta        | 69,899,868 | 262,523   | 51,050  | 8,980,697        |
| Jeffrey T. Pero          | 69,789,381 | 372,901   | 51,159  | 8,980,697        |
| Georganne C. Proctor     | 69,883,264 | 278,740   | 51,437  | 8,980,697        |
| Charles J. Toeniskoetter | 68,898,751 | 1,262,232 | 52,458  | 8,980,697        |

Item 2. During the Annual Meeting, stockholders voted to ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2015. The stockholders’ votes with respect to the ratification of Grant Thornton LLP as the Company’s independent registered public accounting firm were as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 77,998,416 | 1,119,380 | 76,342      | —                |

Item 3. During the Annual Meeting, stockholders voted on a non-binding advisory resolution to approve named executive officer compensation as disclosed in the annual proxy statement for the Annual Meeting. The stockholders’ votes with respect to approval of this advisory resolution were as follows:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 69,107,644 | 966,856 | 138,941     | 8,980,697        |

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 21, 2015

REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone

Name: Andrew P. Stone

Title: General Counsel and Secretary