

BLACKSTONE MORTGAGE TRUST, INC.

Form 8-K

September 24, 2014

**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): September 24, 2014**

**Blackstone Mortgage Trust, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-14788**  
**(Commission**

**File Number)**  
**345 Park Avenue, 42nd Floor**

**94-6181186**  
**(I.R.S. Employer**

**Identification No.)**

**New York, New York 10154**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (212) 655-0220**

**Not Applicable**

**(Former Name or 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 September 24, 2014, Blackstone Mortgage Trust, Inc. (the Company) completed an underwritten public offering of 8,000,000 shares (the Shares) of its class A common stock, par value \$0.01 per share, at a price to the underwriters of \$27.49 per share pursuant to an underwriting agreement, dated September 18, 2014 (the Underwriting Agreement), among the Company, BXMT Advisors L.L.C. and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and Morgan Stanley & Co. LLC. The Underwriting Agreement relating to the offering is filed herewith as Exhibit 1.1. The Company has granted the underwriters the option to purchase, within 30 days from the date of the Underwriting Agreement, an additional 1,200,000 shares of the Company's class A common stock.

Aggregate net proceeds to the Company, after estimated offering expenses, were approximately \$219.6 million. The Shares were sold pursuant to the Company's effective shelf registration statement on Form S-3ASR (File No. 333-190191) filed on July 26, 2013 and the related prospectus dated July 26, 2013, as supplemented by the prospectus supplement dated September 18, 2014.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting agreement, dated September 18, 2014, among the Company, BXMT Advisors L.L.C. and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and Morgan Stanley & Co. LLC.
- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (included in Exhibit 5.1).

**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.

BLACKSTONE MORTGAGE TRUST, INC.

Date: September 24, 2014

By: /s/ Paul D. Quinlan  
Name: Paul D. Quinlan  
Title: Chief Financial Officer

**Exhibit Index**

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- 5.1 Opinion of Venable LLP.
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