

STARWOOD PROPERTY TRUST, INC.

Form 8-K

May 03, 2019

**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): **April 30, 2019**

**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**

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(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>               | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|--|--------------------------|--|
| Common Stock, \$0.01 par value per share | STWD                     | New York Stock Exchange                          |

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

On April 30, 2019, Starwood Property Trust, Inc. (the Company) held its 2019 annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders: (i) elected the seven persons listed below as directors of the Company, each to serve until the Company's 2020 annual meeting of stockholders and until his or her successor is elected and qualified; (ii) approved, on an advisory basis, the Company's executive compensation as disclosed in the Company's definitive proxy statement on Schedule 14A, filed with the United States Securities and Exchange Commission on March 21, 2019; and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the calendar year ending December 31, 2019. Set forth below are the voting results for each of the proposals voted upon by the Company's stockholders at the Annual Meeting:

*Proposal 1 Election of Directors*

| Nominee             | For         | Withheld   | Broker Non-Votes |
|---------------------|-------------|------------|------------------|
| Richard D. Bronson  | 121,873,037 | 55,585,488 | 72,446,927       |
| Jeffrey G. Dishner  | 174,085,122 | 3,373,403  | 72,446,927       |
| Camille J. Douglas  | 138,478,735 | 38,979,790 | 72,446,927       |
| Solomon J. Kumin    | 159,636,230 | 17,822,295 | 72,446,927       |
| Fred S. Ridley      | 175,677,626 | 1,780,899  | 72,446,927       |
| Barry S. Sternlicht | 169,553,699 | 7,904,826  | 72,446,927       |
| Strauss Zelnick     | 90,278,552  | 87,179,973 | 72,446,927       |

*Proposal 2 Advisory Vote on Executive Compensation*

| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 143,371,548 | 32,347,624 | 1,739,353   | 72,446,927       |

*Proposal 3 Ratification of Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Calendar Year Ending December 31, 2019*

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 245,989,051 | 1,513,047 | 2,403,354   |                  |

**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: May 3, 2019

STARWOOD PROPERTY TRUST, INC.

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