

REDWOOD TRUST INC  
Form 8-K  
May 17, 2016

**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): May 16, 2016**

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**REDWOOD TRUST, INC.**

(Exact name of registrant as specified in its charter)

**Maryland 001-13759**

(State or other

jurisdiction of (Commission File Number)

incorporation)

**68-0329422**

(I.R.S. Employer

Identification No.)

**One Belvedere Place**

**Suite 300**

**Mill Valley, California 94941**

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(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)

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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 (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 2016 Annual Meeting of Stockholders on May 16, 2016 (the “Annual Meeting”). There were 77,073,352 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, Debora D. Horvath, Marty Hughes, Greg H. Kubicek, Karen R. Pallotta, Jeffrey T. Pero, and Georganne C. Proctor as directors to serve on the Board of Directors until the annual meeting of stockholders in 2017 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	63,033,534	1,776,545	56,459	8,504,238
Douglas B. Hansen	63,453,038	1,360,412	53,089	8,504,237
Mariann Byerwalter	63,402,349	1,415,048	49,142	8,504,237
Debora D. Horvath	64,404,778	402,432	59,329	8,504,238
Marty Hughes	63,459,311	1,359,821	47,406	8,504,237
Greg H. Kubicek	63,440,058	1,378,937	47,542	8,504,238
Karen R. Pallotta	64,018,138	801,028	47,373	8,504,237
Jeffrey T. Pero	64,018,722	800,164	47,652	8,504,237
Georganne C. Proctor	64,023,478	795,637	47,423	8,504,237

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 2016. 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
72,205,398	1,093,942	71,435	—

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
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59,842,169 4,918,713 105,658 8,504,237

**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 17, 2016 REDWOOD TRUST, INC.

By: /s/ Andrew P. Stone

Name: Andrew P. Stone

Title: General Counsel, Executive Vice President, and Secretary