

STARWOOD PROPERTY TRUST, INC.

Form 8-K

November 22, 2016

**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): **November 21, 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**

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On November 21, 2016, Starwood Property Trust, Inc., a Maryland corporation (the Company ), entered into Amendment No. 2 (the Amendment ) to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, as amended on June 19, 2015, by and among the Company, SPT Management, LLC, a Delaware limited liability company, and Starwood Capital Group Global, L.P., a Delaware limited partnership ( Starwood Capital ), which Amendment clarifies the scope of the policy required to be adopted by Starwood Capital in certain situations.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete terms of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Amendment No. 2, dated as of November 21, 2016, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. |

**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: November 22, 2016

STARWOOD PROPERTY TRUST, INC.

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

**EXHIBIT INDEX**

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