

STARWOOD PROPERTY TRUST, INC.

Form 8-K

May 08, 2012

**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 7, 2012**

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

On May 7, 2012, Starwood Property Trust, Inc. (the Company ) entered into Amendment No. 1 (the Amendment ) to the Management Agreement dated as of August 17, 2009 (the Management Agreement ), between the Company and SPT Management, LLC (the Manager ). Pursuant to the terms of the Management Agreement, the Manager provides the day-to-day management of the Company s operations.

Pursuant to the Amendment, the definition of Core Earnings was amended to exclude certain non-cash adjustments, and to make certain clarifications with respect to the exclusion of depreciation and amortization from the calculation of Core Earnings.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amendment No. 1 to Management Agreement, dated May 7, 2012, between Starwood Property Trust, Inc. and SPT Management, LLC

**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 7, 2012

STARWOOD PROPERTY TRUST, INC.

By: /s/ Andrew J. Sossen  
Name: Andrew J. Sossen  
Title: Authorized Signatory

**EXHIBIT INDEX**

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