

NEW YORK MORTGAGE TRUST INC
Form 8-K
November 13, 2018

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 13, 2018 (November 7, 2018)**

NEW YORK MORTGAGE TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-32216
(Commission File Number)

47-0934168
(IRS Employer Identification No.)

275 Madison Avenue
New York, New York 10016
(Address and zip code of
principal executive offices)

Registrant's telephone number, including area code: **(212) 792-0107**

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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:

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

Item 8.01. Other Events.

On November 7, 2018, New York Mortgage Trust, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC and Credit Suisse Securities (USA) LLC, as representatives of the underwriters named therein (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Company 12,500,000 shares of the Company's common stock, par value \$0.01 per share (Common Stock), at a price of \$5.95 per share. In addition, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,875,000 shares of Common Stock on the same terms and conditions, which the Underwriters exercised in full on November 12, 2018. Closing for the sale of the 14,375,000 shares of Common Stock (including the 1,875,000 shares being issued pursuant to the Underwriters' option) is expected to occur on November 13, 2018, subject to customary closing conditions. The Company estimates that the net proceeds to the Company will be approximately \$85.3 million after deduction of underwriting discounts and commissions and estimated offering expenses.

The Company expects to use the net proceeds of the offering for general business purposes, which may include, among other things, acquiring its targeted assets, including both single-family residential and multi-family credit investments, and various other types of mortgage-related and residential housing-related assets that it may target from time to time and general working capital purposes.

The Underwriting Agreement contains customary representations, warranties and covenants by the Company. The Company also agreed to indemnify the Underwriters against certain specified types of liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the Underwriters may be required to make in respect of these liabilities. In the ordinary course of business, the Underwriters or their affiliates may in the future engage in various financing, commercial banking and investment banking services with, and provide financial advisory services to, the Company and its affiliates for which they may receive customary fees and expenses.

The shares of Common Stock were issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-226726), which became automatically effective upon filing with the Securities and Exchange Commission on August 9, 2018.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement. In connection with the filing of the Underwriting Agreement, the Company is filing the opinion of its special Maryland counsel, Venable LLP, as Exhibit 5.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibits are being filed herewith this Current Report on Form 8-K.

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | <u>Underwriting Agreement, dated as of November 7, 2018, by and among the Company, Morgan Stanley & Co. LLC and Credit Suisse Securities (USA) LLC.</u> |
| 5.1 | <u>Opinion of Venable LLP regarding legality of shares.</u> |
| 23.1 | <u>Consent of Venable LLP (included in Exhibit 5.1 hereto).</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEW YORK MORTGAGE TRUST, INC.
(Registrant)

Date: November 13, 2018

By: /s/ Steven R. Mumma
Steven R. Mumma
Chief Executive Officer