UNITED STA	TES	
SECURITIES AND EXCHANGE COMMISSION		
Washington, I	O.C. 20549	
FORM 8-K		
CURRENT R	EPORT	
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934		
Date of Report (Date of earliest event reported): June 6, 2013		
REDWOOD T	TRUST, INC.	
(Exact name of registrant as specified in its charter)		
Maryland (State or other	001-13759	68-0329422
•	(Commission File Number)	(I.R.S. Employer
incorporation)		Identification No.)

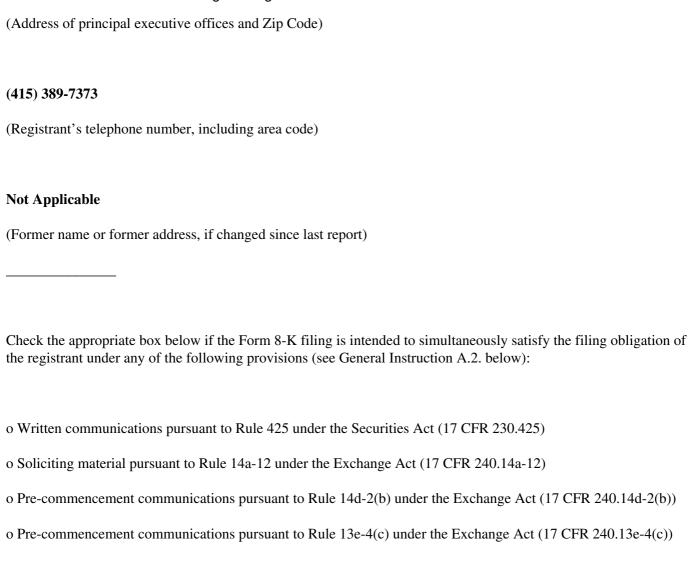
One Belvedere Place

REDWOOD TRUST INC

Form 8-K June 11, 2013

Suite 300

Mill Valley, California 94941



Item 5.02. Departure of Certain Officers.

(e) On June 6, 2013, Redwood Trust, Inc. (the "Company") announced that Scott M. Chisholm, a Managing Director, will be resigning from the Company effective as of July 1, 2013 (the "separation date"). Subsequently, on June 6, 2013, the Company entered into a Transition and Separation Agreement with Mr. Chisholm. The agreement provides, subject to specified conditions, for a \$500,000 lump-sum payment to be made to Mr. Chisholm following the separation date, \$1,250,000 to be paid in monthly installments during the period of January 1, 2014 through December 31, 2015 and for the forfeiture of all unvested equity-based awards previously awarded to Mr. Chisholm under the Company's 2002 Incentive Plan, as amended. The agreement also contains other customary terms and provisions, such as provisions relating to confidentiality and release of claims. A copy of the agreement is filed as Exhibit 10.1 to this Current Report.

Item 9.01. Exhibits.

(d) Exhibits.

Exhibit 10.1 Transition and Separation Agreement dated June 6, 2013

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.

REDWOOD TRUST, INC.

Date: June 11, 2013

By: /s/ Andrew P.

Stone

Name: Andrew

P. Stone

Title: General Counsel and Secretary

Exhibit Index

Exhibit No. Exhibit Title

Exhibit 10.1 Transition and Separation Agreement dated June 6, 2013