

STARWOOD PROPERTY TRUST, INC.  
Form 8-K  
May 01, 2014

**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): **April 30, 2014**

**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**

## Edgar Filing: STARWOOD PROPERTY TRUST, INC. - Form 8-K

(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 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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 30, 2014, Starwood Property Trust, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders: (i) elected the seven persons listed below to serve as directors of the Company for a term expiring at the Company's 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (ii) approved, on an advisory basis, the Company's executive compensation as described in the Company's proxy statement for the Annual Meeting; (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014; and (iv) did not approve the stockholder proposal regarding an independent chairman of the Board of Directors of the Company as disclosed in the Company's proxy statement for the Annual Meeting. Set forth below are the voting results for each of the proposals voted upon by the Company's stockholders:

*Proposal 1 Election of Directors*

| Nominee             | For         | Withheld   | Broker Non-Votes |
|---------------------|-------------|------------|------------------|
| Richard D. Bronson  | 151,183,175 | 5,216,521  | 25,310,488       |
| Jeffrey F. DiModica | 153,727,683 | 2,672,013  | 25,310,488       |
| Jeffrey G. Dishner  | 144,050,573 | 12,349,123 | 25,310,488       |
| Camille J. Douglas  | 154,404,368 | 1,995,328  | 25,310,488       |
| Boyd W. Fellows     | 153,483,936 | 2,915,760  | 25,310,488       |
| Barry S. Sternlicht | 145,320,438 | 11,079,258 | 25,310,488       |
| Strauss Zelnick     | 154,486,719 | 1,912,977  | 25,310,488       |

*Proposal 2 Advisory Vote on Executive Compensation*

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 154,695,746 | 1,174,215 | 529,723     | 25,310,499       |

*Proposal 3 Ratification of Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2014*

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 179,633,155 | 1,741,184 | 335,845     | 0                |

*Proposal 4 Approval of Stockholder Proposal Regarding an Independent Chairman of the Board of Directors of the Company*

| For        | Against    | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 60,370,506 | 93,685,069 | 2,344,107   | 25,310,502       |



**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 1, 2014

STARWOOD PROPERTY TRUST, INC.

|        |  |
|--------|--|
| By:    | /s/ Andrew J. Sossen                           |
| Name:  | Andrew J. Sossen                               |
| Title: | Chief Operating Officer and<br>General Counsel |