

STARWOOD PROPERTY TRUST, INC.  
Form 8-A12B  
August 07, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**Starwood Property Trust, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State of Incorporation or Organization)

**270247747**  
(I.R.S. Employer Identification No.)

**591 West Putnam Avenue**  
**Greenwich, Connecticut**  
(Address of Principal Executive Offices)

**06830**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
**to be so Registered**

**Common Stock, par value \$0.01 per share**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates: **333-159754**

Securities to be registered pursuant to Section 12(g) of the Act: **None**  
(Title of Class)

**Name of Each Exchange on Which**  
**Each Class is to be Registered**

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is pursuant to General Instruction A.(d), please check the following box.

**Item 1. Description of Registrant's Securities to be Registered**

Starwood Property Trust, Inc. (the Registrant ) hereby incorporates by reference herein the description of its common stock, par value \$0.01 per share, to be registered hereunder set forth under the heading Description of Capital Stock in the Registrant's prospectus forming part of its Registration Statement on Form S-11 (File No. 333-159754), as amended (the Registration Statement ), filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. In addition, incorporated by reference herein is information relating to the common stock under the caption Certain Provisions of the Maryland General Corporation Law and Our Charter and Bylaws in the Registration Statement.

**Item 2. Exhibits**

**Exhibit No.**

**Description**

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| 3.1 | Form of Articles of Amendment and Restatement of Starwood Property Trust, Inc. (incorporated by reference to Exhibit 3.1 to the Registration Statement). |
| 3.2 | Form of Amended and Restated Bylaws of Starwood Property Trust, Inc. (incorporated by reference to Exhibit 3.2 to the Registration Statement).           |
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 7, 2009

STARWOOD PROPERTY TRUST, INC.

By: /s/ Ellis F. Rinaldi  
Ellis F. Rinaldi  
*General Counsel, Secretary and  
Executive Vice President*