

STARWOOD PROPERTY TRUST, INC.

Form 424B5

February 12, 2013

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Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Offering price	Amount Of Registration Fee
4.55% Convertible Senior Notes due 2018	\$600,000,000 (1)	\$1,000	\$600,000,000 (1)	\$81,840 (2)
Common Stock, par value \$0.01 per share	(3)	(3)	(3)	(3)

(1)

Includes 4.55% Convertible Senior Notes due 2018 that may be purchased by the underwriters pursuant to their option to purchase additional 4.55% Convertible Senior Notes due 2018 to cover over-allotments, if any.

(2)

Calculated in accordance with Rule 457(o) and Rule 457(r) under the Securities Act and relates to the Registration Statement on Form S-3 (File No. 333-186561) filed by Starwood Property Trust, Inc. on February 11, 2013.

(3)

There are also being registered hereby an indeterminate number of shares of common stock into which the 4.55% Convertible Senior Notes due 2018 may be converted. Pursuant to Rule 457(i) under the Securities Act, no separate registration fee is payable where convertible securities and the securities into which conversion is offered are registered at the same time and no additional consideration is to be received in connection with the exercise of the conversion privilege.

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-186561**

**PROSPECTUS SUPPLEMENT
(To Prospectus dated February 11, 2013)**

\$525,000,000

**Starwood Property Trust, Inc.
4.55% Convertible Senior Notes due 2018**

Starwood Property Trust, Inc. is offering \$525,000,000 aggregate principal amount of its 4.55% Convertible Senior Notes due 2018, or the notes, under this prospectus supplement. The notes will bear interest at a rate equal to 4.55% per year, payable semiannually in arrears on March 1 and September 1 of each year, beginning on September 1, 2013. The notes will mature on March 1, 2018.

Holders may convert their notes at their option prior to the close of business on the business day immediately preceding September 1, 2017 but only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2013 (and only during such fiscal quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five consecutive business day period after any five consecutive trading day period, or the measurement period, in which the trading price (as defined herein) per \$1,000 principal amount of notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such trading day; or (3) upon the occurrence of specified corporate events. On or after September 1, 2017 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their notes at any time, regardless of the foregoing circumstances. Upon conversion of a note, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election, as described in this prospectus supplement.

The conversion rate will initially equal 35.5391 shares of common stock per \$1,000 principal amount of notes (equivalent to a conversion price of approximately \$28.138 per share of common stock). The conversion rate will be subject to adjustment upon the occurrence of certain events, but will not be adjusted for any accrued and unpaid interest. In addition, following the occurrence of a make-whole fundamental change, we will, in certain circumstances, increase the conversion rate for a holder that converts its notes in connection with such make-whole fundamental change.

We may not redeem the notes prior to maturity. No sinking fund will be provided for the notes.

If we undergo a fundamental change, holders may require us to purchase the notes in whole or in part for cash at a fundamental change purchase price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change purchase date.

The notes will be our senior unsecured obligations and will rank senior in right of payment to any future indebtedness that is expressly subordinated in right of payment to the notes, equal in right of payment to our existing and future unsecured indebtedness that is not so subordinated, effectively junior to any future secured indebtedness to the extent of the value of the assets securing such indebtedness and structurally junior to all existing and future indebtedness (including trade payables) and preferred equity of our subsidiaries, other than to the extent the notes are guaranteed in the future by our subsidiaries, as described in this prospectus supplement.

We do not intend to apply for listing of the notes on any securities exchange. Our common stock, par value \$0.01 per share, is listed on the New York Stock Exchange under the trading symbol "STWD." The last reported sale price of our common stock on the New York Stock Exchange on February 11, 2013 was \$25.58 per share.

Investing in the notes involves certain risks. See "Risk Factors" beginning on page S-14 of this prospectus supplement and in the reports we file with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, incorporated by reference in this prospectus supplement and the accompanying prospectus, to read about factors you should consider before making an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price (1)	100.00% \$	525,000,000
Underwriting discounts and commissions	2.05% \$	10,762,500
Proceeds, before expenses, to us	97.95% \$	514,237,500

(1)

Plus accrued interest, if any, from February 15, 2013

To the extent the underwriters sell more than \$525,000,000 principal amount of notes, the underwriters will have the option to purchase within 30 days from the date of this prospectus supplement up to an additional \$75,000,000 principal amount of notes from us at the public offering price less the underwriting discount to cover over-allotments, if any.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company on or about February 15, 2013.

Joint Book-Running Managers

Deutsche Bank Securities

BofA Merrill Lynch

Citigroup

Credit Suisse

Goldman, Sachs & Co.

Co-Managers

Evercore Partners

FBR

February 11, 2013

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any related free writing prospectus required to be filed with the Securities and Exchange Commission, or the SEC. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any such free writing prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations, liquidity and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering and the notes offered hereby and also adds to or updates the information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which provides more general information about our debt securities and other securities that do not pertain to this offering of notes. To the extent that the information contained in this prospectus supplement conflicts with any information in the accompanying prospectus or any document incorporated by reference, the information in this prospectus supplement shall control. The information in this prospectus supplement may not contain all of the information that is important to you. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully before deciding whether to invest in the notes.

Unless otherwise indicated or the context requires otherwise, references in this prospectus supplement to "the Company," "our company," "we," "us" and "our" mean Starwood Property Trust, Inc. and its consolidated subsidiaries.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain certain forward-looking statements, including, without limitation, statements concerning our operations, economic performance and financial condition. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are developed by combining currently available information with our beliefs and assumptions and are generally identified by the words "believe," "expect," "anticipate" and other similar words or expressions. Forward-looking statements do not guarantee future performance, which may be materially different from that expressed in, or implied by, any such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates.

These forward-looking statements are based largely on our current beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or within our control, and which could materially affect actual results, performance or achievements. Factors that may cause actual results to vary from our forward-looking statements include, but are not limited to:

factors described in the section captioned "Risk Factors" in this prospectus supplement; in our Annual Report on Form 10-K for the year ended December 31, 2011, including those set forth under the caption "Business"; in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012, including those set forth under the caption "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012; and in our other periodic reports filed with the SEC and incorporated by reference herein;

defaults by borrowers in paying debt service on outstanding indebtedness;

impairment in the value of real estate property securing our loans;

availability of mortgage origination and acquisition opportunities acceptable to us;

our ability to complete our pending acquisition of LNR (as defined herein) as described in this prospectus supplement and the performance of LNR subsequent to the acquisition;

our ability to integrate LNR into our business and achieve the benefits that we anticipate from our acquisition of LNR;

potential mismatches in the timing of asset repayments and the maturity of the associated financing agreements;

national and local economic and business conditions;

general and local commercial real estate and residential property conditions;

changes in federal government policies;

changes in federal, state and local governmental laws and regulations;

increased competition from entities engaged in mortgage lending;

changes in interest rates;

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changes in the exchange rates between the U.S. dollar and the respective currencies for our non-U.S. dollar denominated investments; and

the availability of and costs associated with sources of liquidity.

In light of these risks and uncertainties, there can be no assurances that the results referred to in the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein will in fact occur. Except to the extent required by applicable law or regulation, we undertake no obligation to, and expressly disclaim any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, changes to future results over time or otherwise.

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SUMMARY

This summary highlights information about us and the notes being offered by this prospectus supplement and the accompanying prospectus. This summary is not complete and may not contain all of the information that you should consider prior to investing in the notes and our common stock. For a more complete understanding of our company, we encourage you to read this entire document, including the information incorporated by reference into this document.

Overview

We are a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering. We are focused on originating, investing in, financing and managing commercial mortgage loans and other commercial real estate debt investments, commercial mortgage-backed securities, or CMBS, and other commercial real estate-related debt investments. We collectively refer to commercial mortgage loans, other commercial real estate debt investments, CMBS, and other commercial real estate-related debt investments as our target assets. We also invest in residential mortgage-backed securities, or RMBS, and residential real estate assets acquired by us directly or indirectly in settlement of loans, or residential REO, and may invest in distressed or non-performing loans, commercial properties subject to net leases and residential mortgage loans. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

Our objective is to provide attractive risk-adjusted returns to our investors over the long term, primarily through dividends and secondarily through capital appreciation. We employ leverage, to the extent available, to fund the acquisition of our assets and to increase potential returns to our stockholders. In order to achieve these objectives, we are focusing on asset selection and the relative value of various sectors within the debt market to construct a diversified investment portfolio designed to produce attractive returns across a variety of market conditions and economic cycles. We are organized as a holding company that conducts its business primarily through its various subsidiaries.

We are externally managed and advised by SPT Management, LLC, or our manager, pursuant to the terms of a management agreement. Our manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our manager is an affiliate of Starwood Capital Group Global, L.P., or Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht.

We have elected to be taxed as a real estate investment trust, or REIT, for U.S. federal income tax purposes, commencing with our initial taxable year ended December 31, 2009. We also operate our business in a manner that permits us to maintain our exemption from registration under the Investment Company Act of 1940, as amended, or the Investment Company Act.

Our corporate headquarters office is located at 591 West Putnam Avenue, Greenwich, Connecticut 06830, and our telephone number is (203) 422-7700.

Recent Developments

Acquisition of LNR

On January 24, 2013, we announced that we entered into an agreement to purchase certain business segments of LNR Property LLC, or LNR, a real estate investment, finance, management and development company, from a group of investors for a purchase price of

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approximately \$856.0 million. The acquisition is expected to close by the end of the second quarter of 2013. Completion of the acquisition is subject to the satisfaction of customary closing conditions, and there can be no assurance that the transaction will close on the terms anticipated or at all. Following the execution of the purchase agreement, we paid a \$50 million deposit to LNR and, if the acquisition has not been completed by April 1, 2013, we will be required to pay an additional \$25 million deposit and an interest charge will accrue on the amount of the purchase price that we pay for the acquisition. To the extent the acquisition is not completed due to an uncured breach of the purchase agreement by us, we will not recover any deposits or interest paid with respect to the transaction.

We have entered into a debt commitment letter with Credit Suisse Securities (USA) LLC, Credit Suisse AG and Citigroup Global Markets Inc., providing for a senior secured bridge facility in an aggregate amount of up to \$300 million for purposes of financing a portion of the transaction, to the extent we use such financing for the transaction. We may also issue additional debt or equity securities, incur additional bank debt, sell available assets or use cash on hand in connection with the financing of the transaction.

Overview of LNR

LNR is a diversified real estate investment, management, finance and development company that has been engaged in business for over 40 years, having over 580 employees, with approximately 450 located in 10 offices in the U.S. and 130 located in Europe. LNR's principal line of business is serving as a special servicer for CMBS transactions. It is the largest special servicer in the U.S. and Europe in terms of market share. An integral part of LNR's special servicing operations is making investments in subordinated CMBS securities, which enables it to earn fees by acting as special servicer for the related trust in addition to earning income from the securities. We will acquire the following LNR business segments:

U.S. Special Servicer: the largest U.S. special servicer with over \$143.8 billion in loans under management and real estate owned as of September 30, 2012.

U.S. Investment Securities Portfolio: a portfolio of legacy whole loans, CMBS and collateralized debt obligation, or CDO, investments.

Archetype Mortgage Capital: a commercial real estate conduit mortgage loan origination platform.

Archetype Financial Institution Services: an acquirer, manager, and servicer of portfolios of small balance commercial mortgage loans.

LNR Europe: consists of Hatfield Philips, a wholly-owned subsidiary, the largest independent primary and special servicer in Europe. LNR is also the general partner and a 50% member of a European commercial real estate debt fund.

Auction.com: 50% of LNR's non-voting, minority interest of one of the nation's leading real estate exchanges selling residential and commercial real estate via auction.

In addition, a fund that is managed by an affiliate of our manager will acquire LNR's U.S. commercial property development group and the remaining 50% of LNR's interest in Auction.com.

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Summary of Strategic Benefits

We expect the acquisition of LNR's business segments to benefit us in the following areas:

Expanded Investment Pipeline: Significantly widens scope of potential capital deployment opportunities, particularly for smaller balance commercial real estate loans and CMBS, via active monitoring of over 13,000 loans representing more than \$172 billion of unpaid principal balance, a proven conduit originator, a small balance commercial real estate loan platform, CMBS investing capabilities, a leading platform in Europe, and an ownership interest in Auction.com which will provide the potential for incremental deal flow.

Scale and Diversification: Further establishes us as a full service real estate finance company by expanding the breadth of our business lines to include smaller balance transactions which will materially increase our potential investment opportunity set and expand the number of geographic markets in which we will invest, providing both a large number of potential transactions from which to choose as well as a potentially more diversified investment portfolio.

Provides a Hedge in a Variety of Economic Conditions: Special servicing is a counter-cyclical investment as special servicing fees tend to increase in difficult market conditions.

Enhanced Risk Management: Adds a global platform of experienced real estate underwriters and workout specialists with access to a detailed proprietary database on the performance of over \$245 billion of commercial real estate loans and underlying assets, providing a significant information advantage for underwriting and risk assessment.

U.S. Special Servicer

LNR acquires unrated and non-investment grade subordinated U.S. CMBS and provides "special servicing" for the mortgage pools to which they relate. In most transactions, LNR invests only in the most junior, or nearly the most junior series, which generally do not receive principal payments until much of the mortgage debt underlying the CMBS has been paid and disbursed to holders of more senior series. LNR seeks to invest in transactions in which it can perform detailed due diligence on the properties securing the mortgages in the pool being securitized and can select itself as the special servicer. Special servicing is the business of managing and working out the problem assets in a pool of commercial mortgage loans or other assets. LNR holds a large number of legacy CMBS and CDO investments on its balance sheet, including subordinated "controlling class" positions that form the basis for a significant portion of its special servicing rights.

Because the holders of the subordinated CMBS receive principal and interest that is collected after the more senior levels of CMBS have been paid in full, LNR and other holders of subordinated CMBS are the principal beneficiaries of increased collections, particularly since these bonds are purchased at significant discounts. Conversely, ineffective special servicing may lead to lesser collections and decreased or no payments to the holders of the subordinated CMBS. Therefore, ownership of the subordinated CMBS gives LNR an opportunity to profit from effective special servicing activities in addition to receiving fees for being the special servicer.

LNR's proprietary database that includes detailed information on over 37,000 loans dating back to 1998 supports its U.S. real estate financing and servicing platform. LNR utilizes its

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relationship with Auction.com as a channel to market and resolve special servicing assets efficiently and on market terms.

As of September 30, 2012, LNR was named as special servicer on 131 CMBS trusts, which comprise 11,546 loans and approximately \$143.8 billion of collateral underlying such loans. The active special servicing portfolio, which includes both loans in special servicing and REO loans, included approximately \$21.3 billion of CMBS loans as of the same date. As of the date of this prospectus supplement, LNR had a special servicer rating of "CSS1-" by Fitch Ratings and a "strong" rating from Standard & Poors Ratings Services. As of September 30, 2012, LNR was the largest U.S. special servicer with approximately 24.1% market share in special servicing of all outstanding CMBS loans and 31.7% market share of all CMBS loans in active special servicing.

U.S. Special Servicer Market Share (9/30/12)*

Rank	Company	Market Share (%)
1	LNR Partners, Inc.	24.10%
2	CWCapital Asset Management	21.50%
3	C-III Asset Management LLC	19.20%
4	Midland	11.20%
5	Wells Fargo	5.70%
6	Torchlight Loan Services, LLC	4.40%
7	Helios	3.50%
8	KeyCorp Real Estate Capital	2.50%
9	Berkadia Commercial Mortgage LLC	1.80%
10	KeyBank	1.60%

*

Source: Trepp

U.S. Special Servicer Market Share (9/30/12)

Named CMBS Portfolio	Deals	131
	Unpaid Balance	\$ 143.8 billion
	Loan Count	11,546
Active Special Servicing Portfolio	Special Servicer Loan Count	865
	Special Servicer Loan Balance	\$ 15.1 billion
	REO Loan Count	318
	REO Loan Balance	\$ 6.2 billion

The following shows the balance of U.S. CMBS loans (including loans that have become REO) in special servicing where LNR acts as the special servicer. We anticipate that the balance of loans in special servicing where LNR acts as special servicer will decline significantly over the next several years as such loans reach maturity and that LNR's servicing fees will likewise decline materially.

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*

Information for 2010 and 2011 is through December as LNR changed its fiscal year end from November 30 to December 31 in 2010.

A significant amount of U.S. CMBS loans for which LNR acts as the named special servicer are scheduled to mature over the next several years. These maturities may provide significant opportunities for LNR to earn special servicing fees if the underlying collateral does not perform well or if the borrowers are unable to refinance the loans as they mature. After several years of little new issuance activity in CMBS, issuances have increased recently and, if this trend continues, we expect it will provide LNR with opportunities to purchase additional subordinated CMBS and the related servicing rights. In addition, LNR continues to consider the purchase of additional legacy subordinated CMBS securities in the secondary market.

U.S. Investment Securities Portfolio

As of September 30, 2012, LNR had invested in a portfolio of securities in CMBS trusts and interests in CDO transactions, which we have valued at the time of our signing of the LNR purchase agreement at over \$270 million. LNR's securities portfolio includes interests in 44% of all

outstanding conduit CMBS transactions (by number of trusts) and 50% of all transactions issued between 2005 and 2008 in the United States.

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Archetype Mortgage Capital is a commercial real estate lending and securitization platform, originating commercial mortgage loans secured by retail shopping centers, office buildings, multi-family apartment complexes, hotels, mixed-use and industrial properties located in the United States.

Archetype Mortgage Capital's loans generally include 5-, 7- and 10-year fixed-rate mortgages structured for sale in CMBS transactions. It also seeks to originate bridge loans, mezzanine loans and preferred equity interests. As of September 30, 2012, Archetype Mortgage Capital has originated approximately 60 loans for approximately \$640 million since its inception in 2011. Archetype Mortgage Capital maintains offices in California, Florida, New York and North Carolina.

Archetype Financial Institution Services

Archetype Financial Institution Services acquires, manages and services portfolios of small balance commercial loans and real estate assets offered by small-to medium-sized regional banks and financial institutions focused on reducing real estate exposure.

LNR Europe

LNR engages in both primary and special servicing in Europe through its wholly-owned subsidiary, Hatfield Philips, and is also active in third-party investment advisory and asset management.

Hatfield Philips is the largest special servicer in Europe with 46% market share by number of loans in active special servicing. As of September 30, 2012, Hatfield Philips was the named special servicer on 195 loans totaling approximately €22.0 billion, and the primary servicer on 377 loans and €15.2 billion of collateral. Active special servicing data is provided below. Similar to LNR's U.S. operations, LNR Europe invests through its affiliated LNR European Investment Fund in unrated and non-investment grade CMBS in Europe for which it has the right to be special servicer.

Active Special Servicing European CMBS Market***As of September 30, 2012**

Special Servicer	Number of Loans	Total Balance (€MM) (1)	Market Share by Number	by Balance
Hatfield Philips	64 €	4,954	45.7%	30.0%
Capita	40	3,659	28.6%	22.2%
Morgan Stanley	14	1,318	10.0%	8.0%
Solutus	7	270	5.0%	1.6%
Hudson	6	669	4.3%	4.1%
CBRE LS	4	4,799	2.9%	29.1%
Situs	3	564	2.1%	3.4%
Citibank	1	3	0.7%	0.0%
Deutsche Pfandbriefbank	1	267	0.7%	1.6%

(1) As of date of transfer into special servicing.

* Moody's EMEA CMBS: Monthly Update on Specially Serviced Loans October 2012

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An affiliate of LNR serves as the general partner and a 50% member in LNR European Investment Fund, a European commercial real estate debt fund that has completed its investment period.

Auction.com

Auction.com focuses on asset disposition strategies, asset management and real estate sales. On behalf of its clients, Auction.com focuses on selling residential, commercial, multi-family and hospitality properties, land, and performing and non-performing notes and loan pools. From its inception through September 30, 2012, Auction.com has sold over \$12 billion in aggregate purchase price of real estate assets on behalf of its clients. For the year ended December 31, 2011, its residential sales totaled \$1.8 billion in aggregate purchase price and it auctioned approximately 35,000 homes. For the year ended December 31, 2011, its commercial real estate division auctioned 1,169 non-performing notes and loan pools for a purchase price of approximately \$4.6 billion.

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The Offering

The following summary is provided solely for your convenience and is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For purposes of this "offering summary," references to "Starwood Property Trust, Inc.," "we," "our" and "us" refer only to Starwood Property Trust, Inc. and not its subsidiaries. For a more detailed description of the notes, see "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus.

Issuer	Starwood Property Trust, Inc., a Maryland corporation
Securities Offered	\$525,000,000 principal amount of 4.55% Convertible Senior Notes due 2018 (plus up to an additional \$75,000,000 principal amount if the underwriters exercise their option to purchase additional notes to cover over-allotments, if any).
Maturity	March 1, 2018 unless earlier repurchased by us or converted.
Issue Price	100%
Interest	<p>4.55% per year. Interest will accrue from the date of issuance (which is scheduled for February 15, 2013) or from the most recent date to which interest has been paid or duly provided for, and will be payable semiannually in arrears on March 1 and September 1 of each year, beginning on September 1, 2013.</p> <p>We will also be required to pay additional interest on the notes under the circumstances described under "Description of the Notes Events of Default."</p>
Conversion Rights	<p>Holders may convert their notes at their option prior to the close of business on the business day immediately preceding September 1, 2017, but only under the following circumstances:</p> <p>during any fiscal quarter commencing after March 31, 2013 (and only during such fiscal quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day;</p>

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during the five consecutive business day period after any five consecutive trading day period, or the measurement period, in which the trading price (as defined herein) per \$1,000 principal amount of notes for each trading day of such measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such trading day; or

upon the occurrence of specified corporate events described under "Description of the Notes Conversion Rights Conversion Upon Specified Corporate Events."

On or after September 1, 2017, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their notes at any time, regardless of the foregoing circumstances.

The conversion rate will initially equal 35.5391 shares of common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$28.138 per share of common stock), subject to adjustment as described in this prospectus supplement.

In addition, following the occurrence of certain corporate events, we will, in certain circumstances, increase the conversion rate for a holder that converts its notes in connection with such corporate event. See "Description of the Notes Adjustment to Conversion Rate Upon Conversion in Connection with a Make-Whole Fundamental Change."

You will not receive any additional cash payment representing accrued and unpaid interest, if any, upon conversion of a note, except in limited circumstances. Instead, interest will be deemed paid by our payment or delivery, as the case may be, of the cash, shares of our common stock or combination of cash and shares of our common stock into which your note is convertible. See "Description of the Notes Conversion Rights General."

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