

NEW YORK MORTGAGE TRUST INC

Form 8-K

November 26, 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): November 26, 2014 (November 21, 2014)

NEW YORK MORTGAGE TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-32216

47-0934168

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

275 Madison Avenue, Suite 3200

New York, New York 10016

(Address and zip code of  
principal executive offices)

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

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 1.01. Entry into a Material Definitive Agreement.**

On November 21, 2014, New York Mortgage Trust, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with UBS Securities LLC, Deutsche Bank Securities Inc., Barclays Capital Inc., RBC Capital Markets, LLC and Credit Suisse Securities (USA) LLC, as representatives of the underwriters named therein (the “Underwriters”), relating to the offer and sale of 13,000,000 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”). In addition, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,950,000 shares of Common Stock on the same terms and conditions, which option the Underwriters partially exercised on November 24, 2014. Closing for the offer and sale of the aggregate 14,410,019 shares of Common Stock (including the 1,410,019 shares being issued pursuant to the Underwriter’s option) occurred on November 26, 2014, and resulted in total net proceeds to the Company of approximately \$110.8 million after deduction of underwriting discounts and commissions and estimated offering expenses.

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, 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. 333-198177), which became effective upon filing with the Securities and Exchange Commission on August 15, 2014.

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 opinions of its special Maryland counsel, Venable LLP, and tax counsel, Hunton & Williams LLP, as Exhibits 5.1 and 8.1 hereto, respectively.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibits are being filed herewith:

- Underwriting Agreement, dated as of November 21, 2014, by and among the Company, UBS Securities LLC,
- 1.1 Deutsche Bank Securities Inc., Barclays Capital Inc., RBC Capital Markets, LLC and Credit Suisse Securities (USA) LLC.

5.1 Opinion of Venable LLP regarding legality of shares.

8.1 Opinion of Hunton & Williams LLP regarding tax matters.

23.1 Consent of Venable LLP (included in Exhibit 5.1).

23.2 Consent of Hunton & Williams LLP (included in Exhibit 8.1).

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**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 thereunto duly authorized.

**NEW YORK MORTGAGE  
TRUST, INC.  
(Registrant)**

Date: November 26, 2014 By: /s/ Steven R. Mumma  
Name: Steven R. Mumma  
Title: Chief Executive  
Officer and President

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## EXHIBIT INDEX

### Exhibit Description

- 1.1 Underwriting Agreement, dated as of November 21, 2014, by and among the Company, UBS Securities LLC, Deutsche Bank Securities Inc., Barclays Capital Inc., RBC Capital Markets, LLC and Credit Suisse Securities (USA) LLC.
- 5.1 Opinion of Venable LLP regarding legality of shares.
- 8.1 Opinion of Hunton & Williams LLP regarding tax matters.
- 23.1 Consent of Venable LLP (included in Exhibit 5.1).
- 23.2 Consent of Hunton & Williams LLP (included in Exhibit 8.1).