

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

REDWOOD TRUST, INC.

(Exact Name of registrant as specified in its charter)

Maryland 68-0329422
(State of incorporation (I.R.S. Employer
or organization) Identification No.)

591 Redwood Highway, Suite 3100
Mill Valley, California 94941
(Address of principal (Zip Code)
Executive Offices)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. / /

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

Title of each class to be so registered Not applicable	Name of each exchange on which each class is to be registered Not applicable
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Securities to be registered pursuant to Section 12(g) of the Act:

Class B % Cumulative Convertible Preferred Stock, par value \$.01 per share
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The title of the Preferred Stock of the Registrant being registered hereby is Class B ___% Cumulative Convertible Preferred Stock, par value \$.01 per share ("the Preferred Stock"). The description of the Preferred Stock is contained in the Registrant's Registration Statement on Form S-11 as filed with the Securities and Exchange Commission as of the date hereof under the captions "Prospectus Summary," "Description of Capital Stock" and "Certain Federal Income Tax Considerations," which description is hereby incorporated herein by reference thereto.

Item 2. Exhibits

Instruments defining the rights of holders of the securities being registered hereunder:

3.1+	Articles of Amendment and Restatement of the Registrant.
3.3++	Amended and Restated Bylaws of the Registrant.
3.5+++	Articles Supplementary of the Registrant, dated August __, 1996.
4.3+++	Specimen Preferred Stock Certificate
112++++	Description of Capital Stock

+ Incorporated by reference to the

correspondingly numbered exhibit to the Registration Statement on Form S-11 (33-92272) filed by the Registrant with the Securities and Exchange Commission on May 19, 1995.

++ Incorporated by reference to the correspondingly numbered exhibit to the Registration Statement on Form S-11 (33-97946) filed by the Registrant with the Securities and Exchange Commission on October 10, 1995.

+++ Incorporated by reference to the correspondingly numbered exhibit to the Registration Statement on Form S-11 (333-08363) filed by the Registrant with the Securities and Exchange Commission on July 18, 1996.

++++ Incorporated by reference to the first page of the corresponding section of Registration Statement on Form S-11 (333-08363) filed by the Registrant with the Securities and Exchange Commission on July 18, 1996.
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 6, 1996

Redwood Trust, Inc.

By: /s/ Vickie L. Rath

Vickie L. Rath
Vice President, Treasurer and
Controller

EXHIBIT INDEX

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