FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB | APP | ROV | Ά |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a

transaction was made pursuant to a contract, instruction or written plan for the

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | conditions of Rule | | | | | | | |
|--|--------------------|-------|---|--|--|--|--|--|
| 1. Name and Address <u>Carillo Brooke</u> | | | 2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify below) below) | | | | |
| (Last) (First) (Middle) 1 BELVEDERE PLACE SUITE 300 | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/15/2025 | Chief Financial Officer | | | | |
| (Street) MILL VALLEY | CA | 94941 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|--------------------------|---|--|---|------------------------------------|--|---|---|
| | | | Code | v | Amount (A) or (D) Price | | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 04/15/2025 | | M ⁽¹⁾ | | 14,297 | A | \$5.23(2) | 71,069 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (li 8) | | on Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|---------------------------------|---|---------------|--------|--|--------------------|--|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Performance Stock Units | \$15.68 ⁽³⁾ | 04/15/2025 | | M ⁽¹⁾ | | | 14,297 | (4) | (5) | Common Stock | 14,297 | \$0.0 | 16,682 | D | |
| Performance Stock Units | \$15.68 ⁽³⁾ | 04/15/2025 | | F ⁽⁶⁾ | | | 16,682 | (4) | (5) | Common Stock | 16,682 | \$0.0 | 0 ⁽⁷⁾ | D | |

Explanation of Responses:

- 1. This transaction relates to the distribution and/or conversion of Performance Stock Units to common stock under the Executive Deferred Compensation Plan.
- 2. Represents the value (per stock unit or share of common stock) of the distribution and/or conversion of Performance Stock Units to common stock under the Executive Deferred Compensation Plan, based on the fair market value of Redwood Trust, Inc. common stock on the transaction date.
- 3. Represents fair value per stock unit of Performance Stock Units based on the original grant date fair value determined at such time in accordance with FASB Accounting Standards Codification Topic 718.
- 4. Performance Stock Units were subject to a mandatory holding period and conversion and/or distribution to the Reporting Person within 45 days following April 1, 2025.
- 5. No expiration date is applicable to performance stock units.
- 6. This disposition transaction represents a Compensation Committee approved withholding of securities incident to the payment of income tax liability relating to the distribution and/or conversion of Performance Stock Units under the Executive Deferred Compensation Plan.
- $7.\ Following\ these\ reported\ transactions,\ no\ other\ Performance\ Stock\ Units\ with\ the\ same\ original\ grant\ date\ are\ beneficially\ owned$

Attorney-In-Fact:/s/Andrew P.

Stone

** Signature of Reporting Person

04/16/2025 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.