
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): **December 6, 2017**

Granite Point Mortgage Trust Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-38124
(Commission
File Number)

61-1843143
(IRS Employer
Identification No.)

590 Madison Avenue, 38th Floor, New York, New York 10022
(Address of Principal Executive Offices) (Zip Code)

(212) 364-3200
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD.

On December 6, 2017, Granite Point Mortgage Trust Inc. (the "Company") announced that it commenced an offering of \$125,000,000 million aggregate principal amount of its Convertible Senior Notes Due 2022 (the "Notes Offering") to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

The Company issued the press release attached as Exhibit 99.1 with certain business updates which were also disclosed in connection with the Notes Offering. The information in Exhibit 99.1 is incorporated herein by reference.

The information contained in this Item 7.01 is being furnished, not filed, pursuant to Item 7.01. Accordingly, this information will not be incorporated by reference into any registration statement filed by the Company under the Securities Act, unless specifically identified therein as being incorporated by reference.

Item 8.01 Other Events

The Company also issued a press release relating to the commencement of the Notes Offering, a copy of which is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release with business updates, dated December 6, 2017.
99.2	Press release announcing the commencement of the Notes Offering, dated December 6, 2017.

2

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 hereunto duly authorized.

Date: December 6, 2017

GRANITE POINT MORTGAGE TRUST INC.

By: /s/ Rebecca B. Sandberg
Name: Rebecca B. Sandberg
Title: Vice President, General Counsel and Secretary

3



Granite Point Mortgage Trust Inc. Business Update

New York, December 6, 2017 — **Granite Point Mortgage Trust Inc.** (NYSE: GPMT) a commercial real estate investment trust (REIT) focused on directly originating, investing in and managing senior floating rate commercial mortgage loans and other debt and debt-like commercial real estate investments, today provided an update on its activities subsequent to the end of the third quarter of 2017.

Activity Post Quarter-End

- Since the end of the third quarter of 2017 through December 1, 2017, the company has closed additional senior floating rate commercial real estate loans representing total commitments of approximately \$252 million, comprised of approximately \$193 million of initial fundings and \$59 million of future fundings. During this time, the company has also funded approximately \$16 million of its existing loan commitments, bringing total funded loan amounts to approximately \$209 million, as of December 1, 2017.
- As of December 1, 2017, the company had an additional pipeline of senior floating rate commercial real estate loans representing total loan commitment amounts of approximately \$137 million, comprised of approximately \$104 million of initial fundings and \$33 million of future fundings. The company expects that certain of these loans will close by the end of the fourth quarter of 2017, with the remainder closing early in 2018, all subject to customary closing conditions and fallout.
- Since the end of the third quarter of 2017 through December 1, 2017, the company has collected approximately \$75 million of loan prepayments and anticipates, based on the company's current estimates, collecting approximately \$24 million of additional loan prepayments by the end of the fourth quarter of 2017; however, the amount ultimately collected may be higher or lower.
- Since the end of the third quarter of 2017 through December 1, 2017, the company amended one of its financing facilities to increase the borrowing capacity thereunder by \$100 million and the company amended another one of its financing facilities to increase the borrowing capacity thereunder by \$250 million, bringing the company's total borrowing capacity to approximately \$2.3 billion.

About Granite Point Mortgage Trust Inc.

Granite Point Mortgage Trust Inc. is a Maryland corporation focused on directly originating, investing in and managing senior floating rate commercial mortgage loans and other debt and debt-like commercial real estate investments. Granite Point intends to elect and qualify to be taxed as a REIT. Granite Point is headquartered in New York, New York, and is externally managed by Pine River Capital Management L.P. Additional information is available at www.gpmortgageitrust.com.

Additional Information

Stockholders of Granite Point and other interested persons may find additional information regarding the company at the SEC's website at www.sec.gov or by directing requests to: Granite Point Mortgage Trust Inc., 590 Madison Avenue, 38th Floor, New York, NY 10022, telephone 212-364-3718.

Cautionary Notice Regarding Forward-Looking Statements

This release may include statements and information that constitute "forward-looking statements" within the meaning of section 27A of the Securities Act of 1933, as amended and section 21E of the Securities Exchange Act of 1934, as amended, and we intend such forward-looking statements to be covered by the safe harbor provisions therein and are included in this statement for purposes of invoking these safe harbor provisions. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance. The forward-looking statements made in this release include, but may not be limited to, expectations regarding the use of proceeds from the offering.

Forward-looking statements are not guarantees, and they involve risks, uncertainties and assumptions. There can be no assurance that actual results will not differ materially from our expectations. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks identified under the captions "Risk Factors," "Forward-Looking Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our public filings with the SEC, which are available on the SEC's website at www.sec.gov.

All written or oral forward-looking statements that we make, or that are attributable to us, are expressly qualified by this cautionary notice. Except to the extent required by applicable laws and regulations, we undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

Contact

Investors: Marcin Urbaszek, Chief Financial Officer, Granite Point Mortgage Trust Inc., 212-364-3718, marcin.urbaszek@prm.com.



Granite Point Mortgage Trust Inc. Announces Proposed Private Offering of Convertible Senior Notes

New York, December 6, 2017 — **Granite Point Mortgage Trust Inc.** (NYSE: GPMT) announced today that it plans to offer, subject to market and other conditions, up to \$125 million aggregate principal amount of convertible senior notes due 2022 (the “Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The company also expects to grant the initial purchasers of the offering an option to purchase up to an additional \$18.75 million aggregate principal amount of the Notes.

The Notes will be unsecured, pay interest semiannually and will be convertible at the option of the holder into shares of the company’s common stock. The Notes will mature in December of 2022, unless earlier converted or repurchased in accordance with their terms. The company will not have the right to redeem the Notes prior to maturity, but may be required to repurchase the Notes from holders under certain circumstances.

The company intends to use the net proceeds from the offering to originate and acquire its target assets, subject to its investment guidelines and to the extent consistent with maintaining its REIT qualification, and for general corporate purposes.

Neither the Notes nor any shares of the company’s common stock issuable upon conversion of the Notes have been or are expected to be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, the Notes or any other securities, nor shall there be any sale of the company’s securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only pursuant to Rule 144A under the Securities Act.

About Granite Point Mortgage Trust Inc.

Granite Point Mortgage Trust Inc. is a Maryland corporation focused on directly originating, investing in and managing senior floating rate commercial mortgage loans and other debt and debt-like commercial real estate investments. Granite Point intends to elect and qualify to be taxed as a REIT. Granite Point is headquartered in New York, New York, and is externally managed by Pine River Capital Management L.P.

Cautionary Notice Regarding Forward-Looking Statements

This release may include statements and information that constitute “forward-looking statements” within the meaning of section 27A of the Securities Act and section 21E of the Securities Exchange Act of 1934, as amended, and we intend such forward-looking statements to be covered by the safe harbor provisions therein and are included in this statement for purposes of invoking these safe harbor provisions. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future

performance. The forward-looking statements made in this release include, but may not be limited to, expectations regarding the use of proceeds from the offering.

Forward-looking statements are not guarantees, and they involve risks, uncertainties and assumptions. There can be no assurance that actual results will not differ materially from our expectations. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks identified under the captions “Risk Factors,” “Forward-Looking Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our public filings with the SEC, which are available on the SEC’s website at www.sec.gov.

All written or oral forward-looking statements that we make, or that are attributable to us, are expressly qualified by this cautionary notice. Except to the extent required by applicable laws and regulations, we undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

Contact

Investors: Marcin Urbaszek, Chief Financial Officer, Granite Point Mortgage Trust Inc., 212-364-3718, marcin.urbaszek@prcm.com.
