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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 7, 2017**

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**Granite Point Mortgage Trust Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**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)

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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.

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**Item 8.01 Other Events**

On December 7, 2017, Granite Point Mortgage Trust Inc. ("Granite Point") issued a press release announcing the pricing of its private offering to initial purchasers of its \$125 million aggregate principal amount of 5.625 % Convertible Senior Notes due 2022 (the "Notes"). Granite Point has also granted the initial purchasers an option to purchase up to an additional \$18.75 million aggregate principal amount of the Notes. The Notes will be offered only to qualified institutional buyers (as defined in the Securities Act of 1933, as amended (the "Securities Act")) pursuant to Rule 144A under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The Notes have not been 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 registration requirements.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit  
No.

Description

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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 hereunto duly authorized.

Date: December 7, 2017

GRANITE POINT MORTGAGE TRUST INC.

By: /s/ Rebecca B. Sandberg

Name: Rebecca B. Sandberg

Title: Vice President, General Counsel and Secretary



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

**New York, December 7, 2017** — **Granite Point Mortgage Trust Inc.** (NYSE: GPMT) announced today the pricing of \$125 million aggregate principal amount of 5.625% 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 has granted to 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 at a rate of 5.625% per annum and be convertible at the option of the holder into shares of the company’s common stock. The Notes will mature on December 1, 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 Notes will have an initial conversion rate of 50.0000 shares of common stock per \$1,000 principal amount of the Notes (equivalent to an initial conversion price of \$20.00 per share), subject to adjustment. The offering is expected to close on or about December 12, 2017, subject to customary closing conditions.

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](http://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](mailto:marcin.urbaszek@prcm.com).