

BLACKSTONE MORTGAGE TRUST, INC.  
Form DEFA14A  
April 22, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**BLACKSTONE MORTGAGE TRUST, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting**

**to be held on June 19, 2019, for Blackstone Mortgage Trust, Inc.**

**This is not a ballot and you cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to [www.proxydocs.com/BXMT](http://www.proxydocs.com/BXMT). To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.**

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2019 Annual Meeting and need YOUR participation.

*If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before June 5, 2019.*

**For a Convenient Way to VIEW Proxy Materials  
and**

**VOTE Online go to: [www.proxydocs.com/BXMT](http://www.proxydocs.com/BXMT)  
Proxy Materials Available to View or Receive:**

**Annual Report on Form 10-K and Proxy Statement**

Printed materials may be requested by one of the following methods:

**INTERNET**

**TELEPHONE**

**\*E-MAIL**

**www.investorelections.com/BXMT**

**(866) 648-8133**

**paper@investorelections.com**

**You must use the 12 digit control number**

**located in the shaded gray box below.**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**Blackstone Mortgage Trust, Inc.**

Date: Wednesday, June 19, 2019

Time: 9:00 A.M. (Eastern Time)

Place: 425 Lexington Ave., New York NY 10017

Directions to the office of Simpson Thacher & Bartlett LLP may be found at

<http://www.stblaw.com/offices/new-york>.

**The Board of Directors recommends you vote FOR the following:**

1. Election of Directors

**Nominees:** 01) Michael B. Nash                      05) Martin L. Edelman  
                  02) Stephen D. Plavin                    06) Henry N. Nassau  
                  03) Leonard W. Cotton                    07) Jonathan L. Pollack  
                  04) Thomas E. Dobrowski                08) Lynne B. Sagalyn

**The Board of Directors recommends you vote FOR Proposals 2 and 3 and ONE YEAR for Proposal 4.**

2. Ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.
3. Advisory Vote on Executive Compensation: To approve in a non-binding, advisory vote, the compensation paid to our named executive officers.
4. Frequency of Advisory Vote on Executive Compensation: To approve in a non-binding, advisory vote, whether a stockholder vote to approve the compensation of our named executive officers should occur every one, two or three years.

Note: To consider and act upon any other matters which may properly come before the meeting or any adjournment or postponement thereof.

**Vote In-Person Instructions:** While we encourage stockholders to vote by the means indicated above, a stockholder is entitled to vote in person at the Annual Meeting. If you wish to vote your shares at the Annual Meeting, please register with the Inspector of Elections at the desk marked "Stockholder Registration" at the entrance to receive a ballot. Proper photo ID is required. Ballots should be returned to the Inspector of Elections in order to be counted. Additionally, a stockholder who has submitted a proxy before the meeting may revoke that proxy in person at the Annual Meeting.