

Delek Logistics Partners, LP
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 02)*

Delek Logistics Partners, LP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

24664T103

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 24664T103

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Clearbridge Investments, LLC
01-0846058

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware Limited Liability Corporation

5 SOLE VOTING POWER
835,405

NUMBER OF
SHARES
BENEFICIALLY **6** SHARED VOTING POWER
OWNED BY
EACH
REPORTING
PERSON WITH: **7** SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
835,405

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.86%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

FOOTNOTES

Item 1.

- (a) Name of Issuer
Delek Logistics Partners, LP
- (b) Address of Issuer's Principal Executive Offices
7102 Commerce Way
Brentwood, TN 37027

Item 2.

- (a) Name of Person Filing
Clearbridge Investments, LLC
- (b) Address of Principal Business Office or, if none, Residence
620 8th Avenue
New York, NY 10018
- (c) Citizenship
Delaware Limited Liability Corporation
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
24664T103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) o A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 835,405
- (b) Percent of class: 6.86%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 835,405
 - (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 835,405
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item Certification
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ClearBridge Investments, LLC

Date: February 17, 2015

By: /s/ Barbara Brooke Manning
Name: Barbara Brooke Manning
Title: General Counsel & Chief
Compliance Officer

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

nt-size: 8pt;">

Liens (1)

Amount

Amount

Interest Rate (2)

Terms (3)

Date (4)

Delinquent Loans

Individually Significant First Mortgages: (5)

Multifamily, Brooklyn, NY

\$

—

\$

269,846

\$

267,316

L+3.25% to 12.25%

I/O

6/11/2020

\$

—

Multifamily, Various, United Kingdom

—

290,286

287,549

3GBP+4.50%

I/O

10/26/2021

—

Office, Irvine, CA

—

298,369

296,237

L+2.25% to 4.50%

I/O

9/9/2020

—

Office, New York, NY

—

239,250

237,690

L+3.25% to 6.50%

I/O

7/1/2023

—

Aggregated First Mortgages: (5)

Hotel, International, Floating (1 mortgage)

N/A

N/A

29,798

3EU+4.90%

N/A

2022

—

Hotel, Mid Atlantic, Floating (2 mortgages)

N/A

N/A

79,129

L+2.35% to 7.75%

N/A

2021

—

Hotel, Midwest, Floating (4 mortgages)

N/A

N/A

53,477

L+2.75% to 9.13%

N/A

2020

—

Hotel, North East, Floating (5 mortgages)

N/A

N/A

343,880

L+2.50% to 6.90%

N/A

2019

—

Hotel, Various, Floating (5 mortgages)

N/A

N/A

331,445

L+2.00% to 10.50%

N/A

2021

—

Hotel, West, Floating (11 mortgages)

N/A

N/A

299,361

L+2.00% to 10.17%

N/A

2019-2021

—

Industrial, South East, Fixed (8 mortgages)

N/A

N/A

73,220

8.18%

N/A

2024

24,253

Industrial, South East, Floating (4 mortgages)

N/A

N/A

63,224

L+2.75% to 12.75%

N/A

2019

—

Mixed Use, International, Floating (2 mortgages)

N/A

N/A

101,483

3EU+4.85%

N/A

2023

—

Mixed Use, International, Floating (2 mortgages)

N/A

N/A

70,440

GBP+5.75%

N/A

2019

—

Mixed Use, Mid Atlantic, Floating (4 mortgages)

N/A

N/A

118,133

L+4.50% to 10.10%

N/A

2020

—

Mixed Use, South East, Fixed (2 mortgages)

N/A

N/A

110,515

5.00% to 12.00%

N/A

2024

—

Mixed Use, South West, Floating (9 mortgages)

N/A

N/A

303,098

L+2.25% to 12.70%

N/A

2019-2020

—

Mixed Use, West, Floating (2 mortgages)

N/A

N/A

184,239

L+6.37%

N/A

2019

—

Multifamily, Midwest, Fixed (2 mortgages)

N/A

N/A

2,874

6.28% to 6.54%

N/A

2019-2024

—

Multifamily, North East, Floating (6 mortgages)

N/A

N/A

207,168

L+2.75% to 7.10%

N/A

2021

—

Multifamily, South West, Floating (10 mortgages)

N/A

N/A

240,821

L+2.75% to 3.15%

N/A

2020-2021

—

Multifamily, West, Floating (12 mortgages)

N/A

N/A

5,308

L+2.35% to 8.83%

N/A

2019-2020

—

Office, International, Fixed (1 mortgage)

N/A

N/A

53,113

5.35%

N/A

2021

—

Office, Mid Atlantic, Floating (8 mortgages)

N/A

N/A

287,154

L+2.00% to 7.00%

N/A

2021

—

Office, Midwest, Floating (8 mortgages)

N/A

N/A

237,161

L+1.75% to 10.15%

N/A

2020-2021

—

Office, North East, Floating (18 mortgages)

N/A

N/A

461,038

L+2.00% to 12.00%

N/A

2019-2022

—

Office, South East, Floating (4 mortgages)

N/A

N/A

112,034

L+2.00% to 8.25%

N/A

2020

—

Office, South West, Floating (12 mortgages)

N/A

N/A

398,462

L+2.00% to 10.70%

N/A

2019-2023

—

Office, West, Floating (16 mortgages)

N/A

N/A

420,025

L+2.00% to 9.45%

N/A

2019-2021

—

Other, Midwest, Floating (4 mortgages)

N/A

N/A

60,133

L+4.50% to 11.17%

N/A

2019

—

Other, North East, Floating (1 mortgage)

N/A

N/A

34,283

L+8.30%

N/A

2019

—

Other, Various, Fixed (1 mortgage)

N/A

N/A

40,975

10.00%

N/A

2025

—

Other, Various, Floating (1 mortgage)

N/A

N/A

109,552

3M L+4.00%

N/A

2024

—

Other, West, Floating (4 mortgages)

N/A

N/A

104,982

L+4.50% to 10.50%

N/A

2021

—

Residential, North East, Fixed (1 mortgage)

N/A

N/A

48,271

8.00%

N/A

2019

—

Residential, North East, Floating (11 mortgages)

N/A

N/A

295,970

L+4.00% to 8.60%

N/A

2019-2022

—

Residential, West, Floating (4 mortgages)

N/A

N/A

56,612

L+2.75% to 8.75%

N/A

2021

—

Retail, Mid Atlantic, Fixed (1 mortgage)

N/A

N/A

157

7.07%

N/A

2019

—

Retail, Midwest, Floating (4 mortgages)

N/A

N/A

38,189

L+2.75% to 10.75%

N/A

2020

—

Retail, North East, Floating (1 mortgage)

N/A

N/A

77,794

L+6.75%

N/A

2021

—

Retail, South West, Floating (4 mortgages)

N/A

N/A

63,611

L+2.25% to 15.25%

N/A

2019

—

Retail, South West, Fixed (1 mortgage)

N/A

N/A

482

8.04%

N/A

2022

—

Retail, West, Fixed (2 mortgages)

N/A

N/A

1,073

7.07% to 7.26%

N/A

2019-2023

—

Loans Held-for-Sale, Various, Fixed

N/A

N/A

671,282

3.25% to 9.13%

N/A

2028-2058

4,273

Loans Held-for-Sale, Various, Floating

N/A

N/A

46,734

L+3.00% to 3.15%

N/A

2021-2023

—

Aggregated Subordinated and Mezzanine Loans: (5)

Hotel, South East, Floating (4 mortgages)

N/A

N/A

119,042

L+6.75% to 8.10%

N/A

2020-2022

—

Hotel, Various, Floating (1 mortgage)

N/A

N/A

99,284

L+8.63%

N/A

2021

—

Industrial, South East, Fixed (2 mortgages)

N/A

N/A

2,747

8.18%

N/A

2024

—

Mixed Use, International, Fixed (1 mortgage)

N/A

N/A

22,434

8.50%

N/A

2021

—

Mixed Use, Mid Atlantic, Floating (1 mortgage)

N/A

N/A

74,346

L+4.50%

N/A

2020

—

Mixed Use, South East, Floating (1 mortgage)

N/A

N/A

9,875

L+10.25%

N/A

2021

—

Multifamily, Mid Atlantic, Fixed (1 mortgage)

N/A

N/A

2,968

10.50%

N/A

2024

—

Multifamily, Mid Atlantic, Floating (1 mortgage)

N/A

N/A

3,831

L+9.75%

N/A

2022

—

Multifamily, North East, Floating (1 mortgage)

N/A

N/A

2,729

L+9.25%

N/A

2023

—

Office, Midwest, Floating (3 mortgages)

N/A

N/A

13,084

L+8.88% to 9.00%

N/A

2019

—

Office, North East, Fixed (3 mortgages)

N/A

N/A

84,998

8.72% to 11.00%

N/A

2019-2023

—

Office, North East, Floating (1 mortgage)

N/A

N/A

66,240

L+8.00%

N/A

2019

—

Office, South East, Fixed (1 mortgage)

N/A

N/A

7,392

8.25%

N/A

2020

—

Retail, Midwest, Fixed (2 mortgages)

N/A

N/A

11,977

7.16%

N/A

2024

11,977

Retail, Midwest, Floating (1 mortgage)

N/A

N/A

963

L+8.85%

N/A

2019

—

Loan Loss Allowance

—

—

(39,151)

—

Prepaid Loan Costs, Net

—

—

(1,552)

—

\$

7,806,699

(6)

\$

40,503

192

Table of Contents

Notes to Schedule IV:

- (1) Represents third party priority liens. Third party portions of pari passu participations are not considered prior liens. Additionally, excludes the outstanding debt on third party joint ventures of underlying borrowers.
- (2) L = one month LIBOR rate, 3M L = three month LIBOR rate, GBP = one month GBP LIBOR rate, 3GBP = three month GBP LIBOR rate, 3EU = three month EURO LIBOR rate.
- (3) I/O = interest only until maturity.
- (4) Based on management's judgment of extension options being exercised.
- (5) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan.
- (6) The aggregate cost for federal income tax purposes is \$7.8 billion.

The following schedule presents activity within our Commercial and Residential Lending Segment and Investing and Servicing Segment loan portfolios during the years ended December 31, 2018, 2017 and 2016 (amounts in thousands):

	For the year ended December 31,		
	2018	2017	2016
Balance at January 1	\$ 7,357,034	\$ 5,946,274	\$ 6,263,517
Acquisitions/originations/additional funding	6,543,873	5,494,837	4,502,842
Capitalized interest	62,445	73,784	80,992
Basis of loans sold	(3,082,347)	(1,634,717)	(2,266,901)
Loan maturities/principal repayments	(3,086,107)	(2,657,696)	(2,742,462)
Discount accretion/premium amortization	37,408	38,560	48,384
Changes in fair value	40,522	66,987	74,251
Unrealized foreign currency translation (loss) gain	(26,645)	42,356	(47,906)
Change in loan loss allowance, net	(34,821)	5,458	(3,759)
Transfer to/from other asset classifications	(4,663)	(18,809)	37,316
Balance at December 31	\$ 7,806,699	\$ 7,357,034	\$ 5,946,274

Refer to Note 16 to the Consolidated Financial Statements for a discussion of loan activity with related parties.

Table of Contents

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer, as appropriate, to allow timely decisions regarding required disclosures.

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Management Report on Internal Control Over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2018, our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, our management has concluded that our internal control over financial reporting as of December 31, 2018 is effective. Management excluded the Infrastructure Lending Segment from its assessment of the effectiveness of internal control over financial reporting, as the Company may omit an assessment of an acquired business’s internal control over financial reporting from its assessment of the registrant’s internal control for up to one year from the acquisition date. As of and for the year ended December 31, 2018, the Infrastructure Lending Segment represents 3% of total revenues, less than 1% of net income and 3% of total assets of the consolidated financial statement amounts.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the U.S., and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2018 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report included in this Form 10 K, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2018.

Changes to Internal Control Over Financial Reporting. No change in internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the quarter ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Item 9B. Other Information.

None noted.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by this Item with respect to members of our board of directors and with respect to our Audit Committee will be contained in the Proxy Statement for the 2019 Annual Meeting of Shareholders (“2019 Proxy Statement”) under the captions “Election of Directors” and “Board and Committee Meetings—Audit Committee” and in the chart disclosing Audit Committee membership and is incorporated herein by this reference. Information required by this Item with respect to our executive officers will be contained in the 2019 Proxy Statement under the caption “Executive Officers,” and is incorporated herein by this reference. Information required by this Item with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934 will be contained in the 2019 Proxy Statement under the caption “Compliance with Section 16(a) of the Securities Exchange Act of 1934,” and is incorporated herein by this reference.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics for all directors, officers and employees of the Company which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. In addition, stockholders may request a free copy of the Code of Business Conduct and Ethics from:

Starwood Property Trust, Inc.

Attention: Investor Relations

591 West Putnam Avenue

Greenwich, CT 06830

(202) 422 7700

We have also adopted a Code of Ethics for our Principal Executive Officer and Senior Financial Officers setting forth a code of ethics applicable to our Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer, which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Code of Ethics for Principal Executive Officer and Senior Financial Officers from the address and phone number set forth above.

Corporate Governance Guidelines

We have also adopted Corporate Governance Guidelines, which are available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Corporate Governance Guidelines from the address and phone number set forth above.

Item 11. Executive Compensation.

Information required by this Item will be contained in the 2019 Proxy Statement under the captions “Executive Compensation” and “Compensation of Directors” and is incorporated herein by this reference, provided that the Compensation Committee Report shall not be deemed to be “filed” with this Form 10 K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by this Item will be contained in the 2019 Proxy Statement under the captions “Security Ownership of Certain Beneficial Owners, Directors and Management” and “Equity Compensation Plan Information” and is incorporated herein by this reference.

195

Table of Contents

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this Item will be contained in the 2019 Proxy Statement under the captions “Certain Relationships and Related Transactions” and “Corporate Governance—Determination of Director Independence” and is incorporated herein by this reference.

Item 14. Principal Accountant Fees and Services.

Information required by this Item will be contained in the 2019 Proxy Statement under the captions “Independent Registered Public Accounting Firm” and “Pre Approval Policies for Services of Independent Registered Public Accounting Firm” and is incorporated herein by reference.

196

Table of Contents

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Documents filed as part of this report:

(1) Financial Statements:

See Item 8—"Financial Statements and Supplementary Data", filed herewith, for a list of financial statements.

(2) Financial Statement Schedules:

Included within Item 8:

Schedule III—Real Estate and Accumulated Depreciation

Schedule IV—Mortgage Loans on Real Estate

(3) Exhibits:

Exhibit

No.	Description
2.1	<u>Asset Purchase Agreement, dated August 7, 2018, between Starwood Property Trust, Inc., as buyer, and GE Capital Global Holdings, LLC, as seller</u> (Incorporated by reference to Exhibit 2.1 of the Company's Quarterly Report on Form 10 Q filed November 9, 2018)
3.1	<u>Articles of Amendment and Restatement of Starwood Property Trust, Inc.</u> (Incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)
3.2	<u>Amended and Restated Bylaws of Starwood Property Trust, Inc.</u> (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8 K filed March 17, 2014)
4.1	<u>Indenture for Senior Debt Securities between the Company and The Bank of New York Mellon, as trustee</u> (Incorporated by reference to Exhibit 4.6 of the Company's Registration Statement on Form S 3 (File No. 333-210560) filed April 1, 2016)
4.2	<u>First Supplemental Indenture, dated as of February 15, 2013, between the Company and The Bank of New York Mellon, as trustee</u> (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed February 15, 2013)
4.3	<u>Second Supplemental Indenture, dated as of July 3, 2013, between the Company and The Bank of New York Mellon, as trustee</u> (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed July 3, 2013)
4.4	<u>Form of 4.00% Convertible Senior Notes due 2019</u> (Incorporated by reference as Exhibit A to Exhibit 4.2 of the Company's Current Report on Form 8 K filed July 3, 2013)

- 4.5 Third Supplemental Indenture, dated as of October 8, 2014, between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed October 8, 2014)
- 4.6 Fourth Supplemental Indenture, dated as of March 29, 2017, between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed March 29, 2017)

Table of Contents

Exhibit

No.	Description
4.7	<u>Form of 4.375% Convertible Senior Notes due 2023</u> (Incorporated by reference as Exhibit A to Exhibit 4.2 of the Company's Current Report on Form 8 K filed March 29, 2017)
4.8	<u>Indenture, dated as of December 16, 2016, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee</u> (including the form of the Company's 5.000% Senior Notes due 2021) (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8 K filed December 21, 2016)
4.9	<u>Registration Rights Agreement, dated as of December 16, 2016, between Starwood Property Trust, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers</u> (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed December 21, 2016)
4.10	<u>Indenture, dated as of December 4, 2017, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.'s 4.750% Senior Notes due 2025)</u> (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8 K filed December 4, 2017)
4.11	<u>Registration Rights Agreement, dated as of December 4, 2017, between Starwood Property Trust, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers</u> (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8 K filed December 4, 2017)
4.12	<u>Registration Rights Agreement, dated as of December 28, 2017, among Starwood Property Trust, Inc. and the persons listed on Schedule I thereto</u> (Incorporated by reference to Exhibit 4.13 of the Company's Annual Report on Form 10 K filed February 28, 2018)
4.13	<u>Indenture, dated as of January 29, 2018, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.'s 3.625% Senior Notes due 2021)</u> (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed January 29, 2018)
4.14	<u>Registration Rights Agreement, dated as of January 29, 2018, between Starwood Property Trust, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers</u> (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed January 29, 2018)
10.1	<u>Registration Rights Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Investment, LLC and SPT Management, LLC</u> (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)

- 10.2 Management Agreement, dated August 17, 2009, among SPT Management, LLC and Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)
- 10.3 Amendment No. 1, dated May 7, 2012, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8 K filed May 8, 2012)
- 10.4 Amendment No. 2, dated December 4, 2014, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8 K filed December 5, 2014)

Table of Contents

Exhibit

No.	Description
10.5	<u>Amendment No. 3, dated August 4, 2016, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC</u> (Incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10 K filed February 23, 2017)
10.6	<u>Amendment No. 4, dated February 15, 2018 and effective as of December 28, 2017, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC</u> (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 22, 2018)
10.7	<u>Co Investment and Allocation Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P.</u> (Incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)
10.8	<u>Amendment No. 1, dated as of June 19, 2015, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P.</u> (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 25, 2015)
10.9	<u>Amendment No. 2, dated as of November 21, 2016, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P.</u> (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed November 22, 2016)
10.10	<u>Form of Restricted Stock Award Agreement for Independent Directors</u> (Incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)
10.11	<u>Starwood Property Trust, Inc. 2017 Manager Equity Plan</u> (Incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A filed March 31, 2017)
10.12	<u>Restricted Stock Unit Award Agreement, dated August 17, 2009, between Starwood Property Trust, Inc. and SPT Management, LLC</u> (Incorporated by reference to Exhibit 10.8 of the Company's Quarterly Report on Form 10 Q filed November 16, 2009)
10.13	<u>Starwood Property Trust, Inc. 2017 Equity Plan</u> (Incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A filed March 31, 2017)
10.14	

Fifth Amended and Restated Master Repurchase and Securities Contract, dated as of September 16, 2016, by and among Starwood Property Trust, Inc., Starwood Property Mortgage Sub-2, L.L.C., Starwood Property Mortgage Sub-2-A, L.L.C., SPT CA Fundings 2, LLC and Wells Fargo Bank, National Association (Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed May 9, 2017)

- 10.15 Uncommitted Master Repurchase Agreement, dated as of December 10, 2015, by and among Starwood Property Mortgage Sub-14, L.L.C., Starwood Property Mortgage Sub-14-A, L.L.C. and JPMorgan Chase Bank, National Association (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 16, 2015)

Table of Contents

Exhibit

No.	Description
10.16	<u>Credit Agreement, dated as of December 16, 2016, among Starwood Property Trust, Inc., as borrower, certain subsidiaries of Starwood Property Trust, Inc. from time to time party thereto, as guarantors, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent</u> (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed May 9, 2017)
10.17	<u>Form of Indemnification Agreement for Directors and Officers</u> (Incorporated by reference to Exhibit 10.23 of the Company's Annual Report on Form 10-K filed February 25, 2016)
10.18	<u>Tax Protection Agreement, dated as of December 28, 2017, among SPT Dolphin Intermediate LLC, SPT Dolphin Parent LLC and the persons listed on Annex A thereto</u> (Incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K filed February 28, 2018)
10.19	<u>Third Amended and Restated Credit Agreement, dated as of February 28, 2018, between Starwood Property Mortgage Sub-10, L.L.C. and Starwood Property Mortgage Sub-10-A, L.L.C., as borrowers, and Bank of America, N.A., as administrative agent, and First Amendment, dated as of August 1, 2018, to the Third Amended and Restated Credit Agreement between Starwood Property Mortgage Sub-10, LLC and Starwood Property Mortgage Sub-10-A, LLC, as borrowers, and Bank of America, N.A., as administrative agent</u> (Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q/A filed January 7, 2019)*
10.20	<u>Credit Agreement, dated as of September 19, 2018, by and among SPT Infrastructure Finance Sub-1, LLC, SPT Infrastructure Finance Sub-2, Ltd. and SPT Infrastructure Finance Sub-3, LLC, as borrowers, and MUFG Bank, Ltd., as administrative agent</u> (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed November 9, 2018)*
21.1	<u>Subsidiaries of the Registrant</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
31.1	<u>Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002</u>
31.2	<u>Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002</u>
32.1	<u>Certification pursuant to Section 906 of the Sarbanes Oxley Act of 2002</u>

32.2 Certification pursuant to Section 906 of the Sarbanes Oxley Act of 2002

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Confidential portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

200

Table of Contents

Item 16. Form 10-K Summary.

None.

201

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 28, 2019 Starwood Property Trust, Inc.

By: /s/ BARRY S. STERNLICHT

Barry S. Sternlicht
Chief Executive Officer and Chairman of the Board of
Directors

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)

Date: February 28, 2019 By: /s/ BARRY S. STERNLICHT

Barry S. Sternlicht
Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)

Date: February 28, 2019 By: /s/ RINA PANIRY

Rina Paniry
Chief Financial Officer, Treasurer, Chief Accounting Officer and Principal Financial Officer

Date: February 28, 2019 By: /s/ RICHARD D. BRONSON

Richard D. Bronson
Director

Date: February 28, 2019 By: /s/ JEFFREY G. DISHNER

Jeffrey G. Dishner
Director

Date: February 28, 2019 By: /s/ CAMILLE J. DOUGLAS

Edgar Filing: Delek Logistics Partners, LP - Form SC 13G/A

Camille J. Douglas
Director

Date: February 28, 2019 By: /s/ SOLOMON J. KUMIN

Solomon J. Kumin
Director

Date: February 28, 2019 By: /s/ FRED S. RIDLEY

Fred S. Ridley
Director

Date: February 28, 2019 By: /s/ STRAUSS ZELNICK

Strauss Zelnick
Director