

Colony Financial, Inc.  
Form 8-K  
January 28, 2014

**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): January 23, 2014

**COLONY FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-34456**  
(Commission

File Number)

**27-0419483**  
(IRS Employer

Identification No.)

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**2450 Broadway, 6th Floor**

**Santa Monica, CA**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (310) 282-8820**

**90404**  
(Zip 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 (see General Instruction A.2. below):

- ..  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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 23, 2014, Colony Financial, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC, as representative of the underwriters named therein (the Underwriters), relating to the issuance and sale of \$200,000,000 aggregate principal amount of its 3.875% Convertible Senior Notes due 2021 (the Notes). Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 30-day option to purchase up to an additional \$30,000,000 aggregate principal amount of Notes to cover over-allotments, which the Underwriters exercised in full on January 24, 2014.

The Company estimates that the net proceeds from this offering, including as a result of the Underwriters exercising their option to purchase additional Notes, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company, will be approximately \$223.9 million. The Company intends to use the net proceeds to repay amounts outstanding under its secured revolving credit facility, and to use any remainder of the net proceeds from this offering to acquire its target assets in a manner consistent with its investment strategies and investment guidelines and for working capital and general corporate purposes.

The Company made certain customary representations, warranties and covenants concerning the Company and the registration statement in the Underwriting Agreement and also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Act), or to contribute to payments the Underwriters may be required to make in respect of those liabilities.

The Notes were issued pursuant to an Indenture, dated as of April 10, 2013 (the Indenture), between the Company and The Bank of New York Mellon, as trustee (the Trustee), as supplemented by the Second Supplemental Indenture, dated as of January 28, 2014 (the Supplemental Indenture), between the Company and the Trustee. The Notes will bear interest at a rate equal to 3.875% per year, payable semiannually in arrears on January 15 and July 15 of each year, beginning on July 15, 2014.

The Notes will mature on January 15, 2021, unless earlier redeemed, repurchase or converted. The Notes are convertible at any time into shares of common stock at the applicable conversion rate, which initially will be equal to 40.2941 shares of common stock per \$1,000 principal amount of Notes (equivalent to a conversion price of approximately \$24.82 per share of common stock, representing a 12.5% conversion premium based on the closing price of the Company's common stock of \$22.06 per share on January 22, 2014). The initial conversion rate is subject to adjustment upon the occurrence of certain events, but will not be adjusted for any accrued and unpaid interest.

The Notes are redeemable at the option of the Company at any time on or after January 22, 2019 if the last reported sale price of the Common Stock is at least 130% of the conversion price of the Notes for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Notes have been registered under the Act, pursuant to a shelf registration statement on Form S-3 (File No. 333-187610) previously filed by the Company with the Securities and Exchange Commission under the Act.

The foregoing description of the issuance and sale of the Notes does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is incorporated by reference hereto as Exhibit 1.1, the Indenture, which is incorporated by reference hereto as Exhibit 4.1 and the Supplemental Indenture (and the Form of Note included therein), which is incorporated by reference hereto as Exhibit 4.2.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information required by Item 2.03 contained in Item 1.01 above relating to the incurrence by the Company of \$230,000,000 of debt as a result of the issuance of the Notes is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated January 23, 2014, by and among the Company, Colony Financial Manager, LLC and Morgan Stanley & Co. LLC, as representative of the several Underwriters listed therein
4.1	Indenture, dated as of April 10, 2013, between the Company and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 10, 2013)
4.2	Second Supplemental Indenture, dated as of January 28, 2014, between the Company and The Bank of New York Mellon, as trustee
4.3	Form of 3.875% Convertible Senior Notes due 2021 (included in Exhibit 4.2)
5.1	Opinion of Hogan Lovells US LLP regarding the legality of the Notes
8.1	Opinion of Hogan Lovells US LLP regarding certain tax matters
12.1	Computation of Ratios of Earnings to Fixed Charges
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1)
23.2	Consent of Hogan Lovells US LLP (included in Exhibit 8.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 28, 2014

**COLONY FINANCIAL, INC.**

By: /s/ Darren J. Tangen  
**Darren J. Tangen**  
**Chief Operating Officer and**

**Chief Financial Officer**

**EXHIBIT INDEX**

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