

NEW YORK MORTGAGE TRUST INC  
Form 8-A12B  
October 10, 2017

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

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**New York Mortgage Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or organization)

**47-0934168**  
(IRS Employer Identification No.)

**275 Madison Avenue**  
**New York, New York**  
(Address of principal executive offices)

**10016**  
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**  
8.00% Series D Fixed-to-Floating Rate Cumulative  
Redeemable Preferred Stock, \$0.01 par value per share

**Name of each exchange on which  
each class is to be registered**  
The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, please check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **File No. 333-213316**

Securities registered pursuant to Section 12(g) of the Act: **None**

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**Item 1. Description of Registrant's Securities to be Registered.**

The description of the 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share, of New York Mortgage Trust, Inc. (the Registrant) is set forth under the heading Description of the Series D Preferred Stock included in the Registrant's Prospectus Supplement dated October 5, 2017, as filed with the Securities and Exchange Commission (the Commission) on October 6, 2017, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and under the heading Description of Preferred Stock in the accompanying prospectus that constitutes a part of the Registrant's Registration Statement on Form S-3 (File No. 333-213316), which became automatically effective upon filing with the Commission on August 25, 2016, which information is incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit No.	Description
3.1*	Articles of Amendment and Restatement of New York Mortgage Trust, Inc.
3.2**	Articles Supplementary of New York Mortgage Trust, Inc. classifying and designating the 7.75% Series B Cumulative Redeemable Preferred Stock
3.3***	Articles Supplementary of New York Mortgage Trust, Inc. classifying and designating 2,550,000 additional shares of the 7.75% Series B Cumulative Redeemable Preferred Stock
3.4****	Articles Supplementary of New York Mortgage Trust, Inc. classifying and designating the 7.875% Series C Cumulative Redeemable Preferred Stock
3.5*****	Bylaws of New York Mortgage Trust, Inc., as amended
3.6*****	Articles Supplementary to the Articles of Amendment and Restatement of New York Mortgage Trust, Inc. classifying and designating the 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock
3.7*****	Specimen Stock Certificate representing the 8.00% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock

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\* Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K (Registration No. 001-322216), as filed with the Commission on March 10, 2014.

\*\* Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form 8-A filed on May 31, 2013.

\*\*\* Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 20, 2015.

\*\*\*\* Incorporated by reference to Exhibit 3.5 to the Registrant's Registration Statement on Form 8-A filed on April 21, 2015.

\*\*\*\*\* Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed on March 4, 2011.

\*\*\*\*\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**NEW YORK MORTGAGE TRUST, INC.**

Date: October 10, 2017

By:

/s/ Kristine R. Nario  
Kristine R. Nario  
Chief Financial Officer

**EXHIBIT INDEX**

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