

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2001-02-02**
SEC Accession No. **0000950137-01-000452**

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SUBJECT COMPANY

REDWOOD TRUST INC

CIK: **930236** | IRS No.: **680329422** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-45335** | Film No.: **1523593**
SIC: **6798** Real estate investment trusts

Mailing Address
591 REDWOOD HIGHWAY
STE 3100
MILL VALLEY CA 94941

Business Address
591 REDWOOD HWY
STE 3100
MILL VALLEY CA 94941
4153897373

FILED BY

WEITZ WALLACE R & CO

CIK: **883965** | IRS No.: **470654095** | State of Incorporation: **NE** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
ONE PACIFIC PLACE
SUITE 600
OMAHA NE 68124-6008

Business Address
1125 SOUTH 103 STREET
SUITE 600
OMAHA NE 68124

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment Number Nine)

Redwood Trust, Inc.
(Name of Issuer)

Common
(Title of Class of Securities)

758075402
(Cusip Number)

12/31/2000
(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)

CUSIP NO. 758075402

13G

1) NAME OF REPORTING PERSON
Wallace R. Weitz & Company

I.R.S. NUMBER OF REPORTING PERSON
Tax I.D. No. 47-0654095

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION
State of Nebraska

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) SOLE VOTING POWER:

2,865,214*

- 6) SHARED VOTING POWER: 2,865,214*
- 7) SOLE DISPOSITIVE POWER: 2,865,214
- 8) SHARED DISPOSITIVE POWER: NONE
- 9) AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
2,865,214**
- 10) CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.
32.1%
- 12) TYPE OF REPORTING PERSON
IA

*646,400 of the shares of common stock are subject to a Voting Agreement pursuant to which Wallace R. Weitz & Company has transferred its voting rights with respect to such shares to certain principal shareholders of Redwood Trust.

**Ownership includes 2,750,614 shares of the common stock of Redwood Trust and 114,600 shares of the convertible preferred stock of Redwood Trust which is convertible into shares of common stock.

CUSIP NO. 758075402

13G

- 1) NAME OF REPORTING PERSON
Wallace R. Weitz
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) N/A
(b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of the United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5) SOLE VOTING POWER: NONE
- 6) SHARED VOTING POWER: 2,865,214*
- 7) SOLE DISPOSITIVE POWER: NONE
- 8) SHARED DISPOSITIVE POWER: 2,865,214
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,865,214**
- 10) CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
32.1%
- 12) TYPE OF REPORTING PERSON
IN

*646,400 of the shares of common stock are subject to a Voting Agreement pursuant to which Wallace R. Weitz & Company has transferred its voting rights with respect to such shares to certain principal shareholders of Redwood Trust.

**Ownership includes 2,750,614 shares of the common stock of Redwood Trust and 114,600 shares of the convertible preferred stock of Redwood Trust which is convertible into shares of common stock.

Item 1(a). Name of Issuer:
Redwood Trust, Inc.

Item 1(b). Address of Issuer's Principal Executive Office:
591 Redwood Highway, Suite 3100
Mill Valley, California 94941

Item 2(a). Names of Persons Filing:
Wallace R. Weitz & Company
Wallace R. Weitz, President and Primary Owner of Wallace R. Weitz & Company

Item 2(b). Principal Business Address of Persons Filing:
1125 South 103rd Street, Suite 600
Omaha, Nebraska 68124-6008

Item 2(c). Citizenship:

Wallace R. Weitz & Company – State of Nebraska
Wallace R. Weitz - Citizen of United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

758075402

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. This statement is being filed by Wallace R. Weitz & Company (“Weitz & Co.”) as a registered investment adviser. All of the securities reported in this statement are owned of record by investment advisory clients of Weitz & Co. and none are owned directly or indirectly by Weitz & Co. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Weitz & Co. is the beneficial owner of any of the securities covered by the statement.
- (g) Control Person. This statement is also being filed by Wallace R. Weitz (“Weitz”), President and primary owner of Weitz & Co. in the event he could be deemed to be an indirect beneficial owner of the securities reported by Weitz & Co. through the exercise of voting control and/or dispositive power over the securities as a result of his official positions or ownership of the voting securities of Weitz & Co. Mr. Weitz does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Weitz is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a) Amount Beneficially Owned:

(i) Weitz & Co.	2,865,214 Shares*
(ii) Weitz	2,865,214 Shares*

(b) Percent of Class:

(i) Weitz & Co.	32.1%
(ii) Weitz	32.1%

(c) Number of Shares as to which such person has:

(I) sole power to direct vote:

(i) Weitz & Co.	2,865,214**
(ii) Weitz	0

(II) shared power to direct vote:
(i) Weitz & Co. 2,865,214**
(ii) Weitz 2,865,214**

(III) sole power to dispose:
(i) Weitz & Co. 2,865,214
(ii) Weitz 0

(IV) shared power to dispose:
(i) Weitz & Co. 2,865,214
(ii) Weitz 2,865,214

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

N/A

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

Weitz Series Fund, Inc.-Value Fund, a registered investment company, is the record owner of 1,435,417*** shares of the Issuer as of December 31, 2000, representing 16.3% of the Issuer's shares.

Weitz Partners, Inc.-Partners Value Fund, a registered investment company, is the record owner of 820,352*** shares of the Issuer as of December 31, 2000, representing 9.3% of the Issuer's shares.

*Ownership includes 2,750,614 shares of the common stock of Redwood Trust and 114,600 shares of the convertible preferred stock of Redwood Trust which is convertible into shares of common stock.

**646,400 of the shares of common stock are subject to a Voting Agreement pursuant to which Wallace R. Weitz & Company has transferred its voting rights with respect to such shares to certain principal shareholders of Redwood Trust.

***237,500 of the shares owned by the Value Fund and 396,400 of the shares owned by the Partners Value Fund are subject to a Voting Agreement pursuant to which Wallace R. Weitz & Company has transferred its voting rights with respect to such shares to certain principal shareholders of Redwood Trust, Inc.

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 10. Certification

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

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.

Date : February 2, 2001

WALLACE R. WEITZ & COMPANY

By: /s/ Wallace R. Weitz
Name: Wallace R. Weitz
Title: President

WALLACE R. WEITZ
(Individually)

/s/ Wallace R. Weitz

Joint Filing Agreement

In accordance with Rule 13d-1 (k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement as of the 2nd day of February, 2001.

WALLACE R. WEITZ & COMPANY

By: /s/ Wallace R. Weitz
Name: Wallace R. Weitz
Title: President

WALLACE R. WEITZ
(Individually)

/s/ Wallace R. Weitz