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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 5, 2026**

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**Blackstone Mortgage Trust, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-14788**  
(Commission  
File Number)

**94-6181186**  
(I.R.S. Employer  
Identification No.)

**345 Park Avenue**  
**New York, New York 10154**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (212) 655-0220**

**N/A**  
(Former Name or Address, if Changed Since Last Report)

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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:

- 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))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.01 per share	BXMT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On May 5, 2026, Blackstone Mortgage Trust, Inc. (the “Company”) entered into a purchase agreement (the “Purchase Agreement”), by and among the Company, BXMT Advisors L.L.C., the subsidiary guarantors party thereto and Citigroup Global Markets Inc., as representative of the several initial purchasers listed therein (the “Initial Purchasers”), providing for the issuance and sale of \$450 million aggregate principal amount of the Company’s 6.250% Senior Secured Notes due 2031 (the “Notes”) in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Notes will be fully and unconditionally guaranteed on an unsubordinated secured basis by each wholly owned subsidiary of the Company that is a domestic subsidiary or that guarantees or becomes a borrower under the Company’s term loan credit agreement and after certain collateral events, certain capital markets indebtedness and other indebtedness of the Company and its subsidiaries, subject to certain customary exceptions. The Notes will be issued at 100.000% of their par value with a coupon of 6.250%. Interest on the Notes is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2026. The Notes will mature on June 1, 2031. The Notes offering is expected to close on May 19, 2026 and is subject to customary closing conditions. The Purchase Agreement contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties and termination provisions.

The Company intends to use the net proceeds of the Notes offering for general corporate purposes, including paying down existing secured indebtedness.

A copy of the press release issued by the Company on May 5, 2026, in accordance with Rule 135c of the Securities Act, announcing the commencement of the Notes offering is included as Exhibit 99.1 hereto and incorporated by reference herein. A copy of the press release issued by the Company on May 5, 2026, in accordance with Rule 135c of the Securities Act, announcing the pricing of the Notes is included as Exhibit 99.2 hereto and incorporated by reference herein.

Certain of the Initial Purchasers or their affiliates are lenders and/or agents under the Company’s outstanding indebtedness. As a result, certain of the Initial Purchasers or their affiliates may receive a portion of the net proceeds from the Notes offering to the extent used to repay such outstanding indebtedness.

The information included in Item 8.01 of this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company or its subsidiaries.

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Information in this Current Report on Form 8-K, including with respect to the Company’s expectations with regard to the closing of the Notes offering, contains forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties, including that the Notes offering is subject to conditions and may not be completed on its contemplated terms, or at all. A discussion of factors that may affect future results is contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, as such factors may be updated from time to time in the Company’s periodic filings with the Securities and Exchange Commission. The Company disclaims any obligation to update forward-looking statements, except as may be required by law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of Blackstone Mortgage Trust, Inc., dated May 5, 2026.</a>
99.2	<a href="#">Press Release of Blackstone Mortgage Trust, Inc., dated May 5, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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

Date: May 5, 2026

BLACKSTONE MORTGAGE TRUST, INC.

By: /s/ Marcin Urbaszek

Name: Marcin Urbaszek

Title: Chief Financial Officer



### **Blackstone Mortgage Trust Announces Offering of Senior Secured Notes**

**New York, NY – May 5, 2026** – Blackstone Mortgage Trust, Inc. (NYSE: BXMT) (the “Company” or “BXMT”) today announced it has commenced a private offering of \$450 million in aggregate principal amount of its senior secured notes due 2031 (the “Notes”). The Company intends to use the net proceeds of the Notes offering for general corporate purposes, including paying down existing secured indebtedness.

The offering of the Notes and the related guarantees will be made in a private transaction in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), in the United States only to persons reasonably believed to be “qualified institutional buyers,” as that term is defined in Rule 144A under the Securities Act, or outside the United States pursuant to Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

#### **About Blackstone Mortgage Trust**

Blackstone Mortgage Trust (NYSE: BXMT) is a real estate finance company that originates, acquires and manages senior loans and other debt or credit-oriented investments collateralized by or relating to commercial real estate in North America, Europe, and Australia. Our investment objective is to preserve and protect shareholder capital while producing attractive risk-adjusted returns primarily through dividends generated from current income. Our portfolio is composed primarily of loans secured by high-quality, institutional assets in major markets, sponsored by experienced, well-capitalized real estate investment owners and operators. These loans are financed in a variety of ways, depending on our view of the most prudent strategy available for each of our investments. We are externally managed by BXMT Advisors L.L.C., a subsidiary of Blackstone.

#### **About Blackstone**

Blackstone is the world’s largest alternative asset manager. Blackstone seeks to deliver compelling returns for institutional and individual investors by strengthening the companies in which the firm invests. Blackstone’s over \$1.3 trillion in assets under management include global investment strategies focused on real estate, private equity, credit, infrastructure, life sciences, growth equity, secondaries and hedge funds.

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## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect BXMT's current views with respect to, among other things, certain financing transactions. You can identify these forward-looking statements by the use of words such as "outlook," "objective," "indicator," "believes," "expects," "potential," "continues," "may," "will," "should," "seeks," "predicts," "intends," "plans," "estimates," "anticipates" or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. The Company believes these factors include but are not limited to those described under the section entitled "Risk Factors" in its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as such factors may be updated from time to time in its periodic filings with the Securities and Exchange Commission ("SEC") which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in the filings. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events or circumstances.

## **Investor Relations**

Blackstone  
+1 (888) 756-8443  
[BlackstoneShareholderRelations@Blackstone.com](mailto:BlackstoneShareholderRelations@Blackstone.com)

## **Public Affairs**

Blackstone  
+1 (212) 583-5263  
[PressInquiries@Blackstone.com](mailto:PressInquiries@Blackstone.com)



**BLACKSTONE MORTGAGE TRUST ANNOUNCES  
PRICING OF OFFERING OF SENIOR SECURED NOTES**

**New York, NY – May 5, 2026** – Blackstone Mortgage Trust, Inc. (NYSE: BXMT) (the “Company” or “BXMT”) announced the pricing of a private offering of \$450 million in aggregate principal amount of its 6.250% senior secured notes due 2031 (the “Notes”). The Company intends to use the net proceeds of the Notes offering for general corporate purposes, including paying down existing secured indebtedness. The Notes offering is expected to close on May 19, 2026 and is subject to customary closing conditions.

The offering of the Notes and the related guarantees is being made in a private transaction in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), in the United States only to persons reasonably believed to be “qualified institutional buyers,” as that term is defined in Rule 144A under the Securities Act, or outside the United States pursuant to Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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Blackstone Mortgage Trust (NYSE: BXMT) is a real estate finance company that originates, acquires and manages senior loans and other debt or credit-oriented investments collateralized by or relating to commercial real estate in North America, Europe, and Australia. Our investment objective is to preserve and protect shareholder capital while producing attractive risk-adjusted returns primarily through dividends generated from current income. Our portfolio is composed primarily of loans secured by high-quality, institutional assets in major markets, sponsored by experienced, well-capitalized real estate investment owners and operators. These loans are financed in a variety of ways, depending on our view of the most prudent strategy available for each of our investments. We are externally managed by BXMT Advisors L.L.C., a subsidiary of Blackstone.

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Blackstone is the world’s largest alternative asset manager. Blackstone seeks to deliver compelling returns for institutional and individual investors by strengthening the companies in which the firm invests. Blackstone’s over \$1.3 trillion in assets under management include global investment strategies focused on real estate, private equity, credit, infrastructure, life sciences, growth equity, secondaries and hedge funds.

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