

ARBOR REALTY TRUST INC

Form 4

July 18, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KAUFMAN IVAN**

(Last) (First) (Middle)

**C/O ARBOR REALTY TRUST,  
INC., 333 EARLE OVINGTON  
BLVD., STE. 900**

(Street)

**UNIONDALE, NY 11553**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ARBOR REALTY TRUST INC  
[ABR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/14/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**COB, CEO and President**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Special<br>Voting<br>Preferred<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/14/2016                              |   | J(1)                                 | 21,230,769 A \$<br>212,307.69   | 21,230,769   | I   | By Arbor<br>Commercial<br>Mortgage,<br>LLC                        |
| Common<br>Stock, par<br>value  |   |   |                                      |   | 5,349,053  | I   | By Arbor<br>Commercial<br>Mortgage,                               |

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|  |  |  |  |         |   |  |   |
|--|--|--|--|---------|---|--|---|
| \$0.01 per share                         |  |  |  |         |   |  | LLC   |
| Common Stock, par value \$0.01 per share |  |  |  | 180,000 | I |  | By Ivan and Lisa Kaufman Family Trust                 |
| Common Stock, par value \$0.01 per share |  |  |  | 3,598   | I |  | By son, Maurice Kaufman                               |
| Common Stock, par value \$0.01 per share |  |  |  | 1,617   | I |  | By son, Adam Kaufman under Uniform Gift to Minors Act |
| Common Stock, par value \$0.01 per share |  |  |  | 32,875  | I |  | By spouse, Lisa Kaufman                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |                 |  |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|-------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title                                    | Amount Number of Shares |
| Partnership Common Units                   | (2)  | 07/14/2016                           |  | J(3)                           |   | 21,230,769   |     | 07/14/2017  | (4)             | Common Stock, par value \$0.01 per share | 21,2                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| KAUFMAN IVAN<br>C/O ARBOR REALTY TRUST, INC.<br>333 EARLE OVINGTON BLVD., STE. 900<br>UNIONDALE, NY 11553 | X             | X         | COB, CEO and President |       |

## Signatures

/s/ Ivan  
Kaufman

07/18/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the Pairing Agreement, dated as of July 14, 2016, among Arbor Realty Trust, Inc., a Maryland corporation (the "Company"), Arbor Realty Limited Partnership, a Delaware limited partnership ("ARLP") and Arbor Commercial Mortgage, LLC, a New York limited liability company ("ACM"), the Company will issue to ACM one share of Special Voting Preferred Stock, par value \$0.01 per share, for each Partnership Common Unit that ARLP issues to ACM. On July 14, 2016, ARLP issued 21,230,769 Partnership Common Units to ACM and therefore, the Company issued the same number of shares of Special Voting Preferred Stock to ACM.

Pursuant to the Partnership Agreement of ARLP, as amended and restated as of July 14, 2016, each Partnership Common Unit is redeemable at the election of the holder for the cash value of one share of Company's common stock, par value \$0.01 per share (the "Common Stock"), which value is generally determined by the average of the daily closing prices for ten (10) consecutive trading days immediately preceding the date of the holder's election of redemption. In lieu of paying a redeeming holder this cash amount, the Company may elect to issue one share of Common Stock for each Partnership Common Unit surrendered for redemption.

Pursuant to the Asset Purchase Agreement, dated February 25, 2016, by and among the Company, ARLP, Arbor Multifamily Lending, LLC ("AML" and together with ARLP, the "Buyer"), Arbor Commercial Funding, LLC ("ACF"), and ACM (together with ACF, the "Seller"), the Buyer agreed to purchase the agency business of ACM from the Seller (the "Acquisition"). The Acquisition was consummated on July 14, 2016 for a price of \$276.0 million, 50% of which was paid in 21,230,769 Partnership Common Units of ARLP.

(4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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