

KAUFMAN IVAN
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAUFMAN IVAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

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

(Street)

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

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

UNIONDALE, NY 11553

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 03/08/2019 | | A | | 58,738 | A | 1,024,911 |
| Common Stock, par value \$0.01 per share | 03/08/2019 | | F(2) | | 7,981 | D | \$ 12.67 1,016,930 |

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| | | | | | | | | |
|---|------------|------------------|---------|---|----------------|----------------|---|---|
| Common Stock, par value | 03/09/2019 | F ⁽²⁾ | 8,639 | D | \$ 12.67 | 1,008,291 | D | |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | | | | | | 4,994,736 | I | By Arbor Commercial Mortgage, LLC |
| \$0.01 per share | | | | | | ⁽³⁾ | | |
| Common Stock, par value | | | | | | 3,632 | I | By son, Maurice Kaufman |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | | | | | | 1,632 | I | By son, Adam Kaufman under Uniform Gift to Minors Act |
| \$0.01 per share | | | | | | | | |
| Special Voting Preferred Stock, par value | 03/08/2019 | J ⁽⁶⁾ | 126,282 | D | ⁽⁶⁾ | 14,772,918 | I | By Arbor Commercial Mortgage, LLC |
| \$0.01 per share | | | | | | ⁽³⁾ | | |
| Special Voting Preferred Stock, par value | | | | | | 75,805 | D | |
| \$0.01 per share | | | | | | | | |
| Special Voting Preferred Stock, par value | | | | | | 39,024 | I | By Arbor Management, LLC |
| \$0.01 per share | | | | | | | | |

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

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(9-02)

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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 |
| Restricted Stock Units | (4) | 03/08/2019 | | A | 352,427 | (5) | (5) | Common Stock, par value \$0.01 per share |
| Partnership Common Units | (6) | 03/08/2019 | | J(6) | 126,282 | 03/08/2019 | (7) | Common Stock, par value \$0.01 per share |
| Partnership Common Units | (7) | | | | | (7) | (7) | Not Applicable (7) |
| Partnership Common Units | (7) | | | | | (7) | (7) | Not Applicable (7) |

Reporting Owners

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

Signatures

/s/ Ivan Kaufman 03/12/2019

**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).

Share of common stock par value \$0.01 per share of Arbor Realty Trust, Inc. (the "Company") granted pursuant to the Company's 2017

(1) Omnibus Stock Incentive Plan. One fourth vest on the date of grant, one fourth vest in one year, one fourth vest in two years and one fourth vest in three years.

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(2) Represents shares that have been required by the Company to satisfy tax-withholding obligations in connection with the vesting of Mr. Kaufman's common stock.

(3) Mr. Kaufman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(4) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

(5) The shares of Common Stock are issuable to Mr. Kaufman if the Company achieves certain total shareholder return objectives for the four-year period ending December 31, 2022, generally subject to continued employment with the Company as of the end of such four-year performance period.

(6) On July 14, 2016, Arbor Realty Limited Partnership, a Delaware limited partnership, issued Partnership Common Units ("OP Units") to Arbor Commercial Mortgage, LLC ("ACM") and, therefore, the Company issued Special Voting Preferred Stock ("Preferred Shares") to ACM. On March 8, 2019, ACM distributed 126,282 OP Units and Preferred Shares with a fair market value of approximately \$1.6 million to one of its partners for his respective membership interest. The fair market value was determined using the closing stock price of the Company on March 8, 2019 of \$12.67. In addition, the Company redeemed such distributed shares for cash totaling approximately \$1.6 million, which was based on the same \$12.67 fair market value described above.

(7) 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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