

KAUFMAN IVAN
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2018

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

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

(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 |
| Special Voting Preferred Stock, par value \$0.01 per share | 08/29/2018 | | J ⁽¹⁾ | | 577,185 | D | <u>(1)</u> |
| Special Voting Preferred | 08/22/2018 | | S | | 1,378,175 | D | <u>(3)</u> |
| | | | | | | | 14,873,236 <u>(2)</u> |
| | | | | | | | 200,000 |
| | | | | | | | |

By Arbor Commercial Mortgage, LLC

Stock, par value \$0.01 per share

Special Voting Preferred Stock, par value \$0.01 per share

38,610 I

By Arbor Management, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Partnership Common Units | (1) | 08/29/2018 | | J(1) | 577,185 | 08/29/2018 | (4) | Common Stock, par value \$0.01 per share | 577,185 |
| Partnership Common Units | (3) | 08/22/2018 | | S | 1,378,175 | 08/22/2018 | (4) | Common Stock, par value \$0.01 per share | 1,378,175 |
| Partnership Common Units | (4) | | | | | (4) | (4) | Not applicable (4) | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

KAUFMAN IVAN
C/O ARBOR REALTY TRUST, INC. X X COB, CEO and President
333 EARLE OVINGTON BLVD., STE. 900
UNIONDALE, NY 11553

Signatures

/s/ Ivan 08/31/2018
Kaufman

__Signature of Date
Reporting Person

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).

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, Arbor Realty Trust, Inc. (the "Company") issued Special Voting Preferred

- (1) Stock ("Preferred Shares") to ACM. On August 29, 2018, ACM distributed 577,185 OP Units and Preferred Shares with a fair market value of approximately \$6.8 million to two of its partners in consideration for their respective membership interests. The fair market value was determined using the average closing stock price of the Company from August 16, 2018 through August 29, 2018 of \$11.86.
- (2) Mr. Kaufman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
In connection with estate planning, on August 22, 2018, Mr. Kaufman sold 1,378,175 OP Units and Preferred Shares with a fair value of approximately \$14.6 million to a trust for the benefit of his immediate family administered by independent trustees for approximately
- (3) \$14.6 million of cash. The trustees of the trust engaged an external third party valuation firm to assist the trust in deriving the fair value, which was determined to be \$10.58 per share.
- (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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