

ARBOR REALTY TRUST INC
Form 8-K/A
August 05, 2016

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
August 5, 2016 (August 5, 2016)

Arbor Realty Trust, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND

(STATE OF INCORPORATION)

001-32136

(COMMISSION FILE NUMBER)

20-0057959

(IRS EMPLOYER ID. NUMBER)

333 Earle Ovington Boulevard, Suite 900

Uniondale, New York

(ADDRESS OF
PRINCIPAL EXECUTIVE OFFICES)

11553

(ZIP CODE)

(516) 506-4200

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

Explanatory Note

Arbor Realty Trust, Inc. (the "Company") is filing this Current Report on Form 8-K/A as Amendment No. 1 to the Current Report on Form 8-K filed on July 15, 2016 which reported the issuance of certain financial information under Item 8.01 (the "Original Form 8-K"). This Amendment No. 1 is being filed in order to amend the Company's Unaudited Pro Forma Financial Information filed as Exhibit 99.3 to the Original Form 8-K (the "Original Pro Forma Information"). The Original Pro Forma Information has been amended to reflect the estimated fair value of the Operating Partnership Units (as described in the Original Pro Forma Information) issued to satisfy a portion of the aggregate purchase price for the Acquisition (as described in the Original Pro Forma Information), using a Company common stock price of \$7.29 per share, which was the closing price of the Company's common stock on the date the Acquisition was consummated. As a result, the revised fair value of the total consideration has been preliminarily allocated to assets and liabilities acquired.

Item 8.01 Other Events

Incorporated by reference from Exhibit 99.1 to the Original Form 8-K are the audited combined balance sheets for the Carve-Out Agency Business of Arbor Commercial Mortgage, LLC and Subsidiaries, as of December 31, 2015 and December 31, 2014, and the related audited combined statements of income, changes in invested equity and cash flows for each of the three years in the period ended December 31, 2015.

Incorporated by reference from Exhibit 99.2 to the Original Form 8-K are the unaudited combined balance sheet for the Carve-Out Agency Business of Arbor Commercial Mortgage, LLC and Subsidiaries, as of March 31, 2016, the related unaudited combined statements of income and cash flows for the three months ended March 31, 2016 and 2015, and the unaudited combined statement of changes in invested equity for the three months ended March 31, 2016.

Attached hereto as Exhibit 99.3 are the unaudited pro forma consolidated balance sheet of Arbor Realty Trust, Inc. (the "Company") as of March 31, 2016 and the unaudited pro forma consolidated statements of income of the Company for the three months ended March 31, 2016 and the year ended December 31, 2015, in each case reflecting the Company's acquisition of the Agency Business of Arbor Commercial Mortgage, LLC and Subsidiaries (the "ACM Agency Business Acquisition").

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit |
|---------------------------|--|
| 23.1* | Consent of Grant Thornton LLP. |
| 99.1* | Audited Combined Financial Statements for the Carve-Out Agency Business of Arbor Commercial Mortgage, LLC and Subsidiaries as of December 31, 2015 and 2014 and for the Three Years Ended December 31, 2015. |
| 99.2* | Unaudited Combined Financial Statements for the Carve-Out Agency Business of Arbor Commercial Mortgage, LLC and Subsidiaries for the Three Months Ended March 31, 2016. |
| 99.3 | Unaudited Pro Forma Consolidated Financial Information of the Company for the ACM Agency Business Acquisition. |

*
Incorporated by reference from the like-numbered Exhibit to the Original Form 8-K.

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.

ARBOR REALTY TRUST, INC.

By: /s/ PAUL ELENIO

Name: Paul Elenio

Title: *Chief Financial Officer*

Date: August 5, 2016

EXHIBIT INDEX

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| 99.3 | Unaudited Pro Forma Consolidated Financial Information of the Company for the ACM Agency Business Acquisition. |

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Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

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