
**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):

January 31, 2019 (January 30, 2019)

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))

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.

Explanatory Note

This Amendment No. 1 on Form 8-K/A (this “Form 8-K/A”) is an amendment to the Current Report on Form 8-K of Arbor Realty Trust, Inc., dated January 30, 2019. This Form 8-K/A is being filed to correct certain information presented in the press release filed as Exhibit 99.1 thereto (the “Exhibit”). Due to a clerical error, the Exhibit, as previously filed, did not state correctly the results of the stockholders’ elections related to the special dividend of \$0.15 per share of common stock, which is payable on January 31, 2019.

Item 8.01 Other Events.

On January 31, 2019, Arbor Realty Trust, Inc. issued a press release announcing the results of the stockholders’ elections related to the special dividend of \$0.15 per share of common stock, which is payable on January 31, 2019. A copy of the press release announcing the results is attached as Exhibit 99.1 hereto and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit Number	Exhibit
99.1	Press release, dated January 31, 2019.

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: January 31, 2019



CORRECTING AND REPLACING — Arbor Realty Trust Announces Details of Special Dividend Payable on January 31, 2019

Uniondale, NY, January 31, 2019 — Arbor Realty Trust, Inc. (the “Company”) (NYSE: ABR) — In a release issued January 30, 2019 by the Company, the results of the stockholders’ elections related to the special dividend of \$0.15 per share of common stock were incorrectly stated. The corrected release reads:

Arbor Realty Trust, Inc. (NYSE: ABR) announced today the results of the stockholders’ elections relating to the special dividend of \$0.15 per share of common stock announced on December 17, 2018, which is payable on January 31, 2019.

Shareholders of record on December 28, 2018 were able to elect to receive payment of the dividend all in cash or all in common shares, with the total cash distribution limited to 20% of the special distribution. Stockholders who failed to return a timely and properly completed election form before 5:00 p.m. Eastern Time on January 18, 2019 (the “Election Deadline”) were deemed to have made an election to receive the special dividend entirely in common shares.

Based on stockholder elections, the special dividend will consist of approximately \$2.5 million in cash, or 20% of the total dividend, and approximately 0.9 million shares of common stock, or 80% of the total dividend. The number of shares included in the special dividend was calculated based on the \$11.18 volume weighted average trading price of the Company’s common stock on the New York Stock Exchange on January 22, 23 and 24, 2019, the three trading days following the Election Deadline.

Summarized results of the dividend elections are as follows:

- Stockholders of 20.1 million common shares made no election or elected to receive the dividend all in shares of common stock, and will receive \$0.150 per share in common stock (100%).
- Stockholders of 63.8 million common shares elected to receive the dividend all in cash and will receive approximately \$0.039 per share in cash (26%) and \$0.111 per share in common stock (74%).
- The Company will pay fractional shares in cash.

Following the special dividend, the Company will have approximately 85.1 million shares of common stock outstanding. The cash and stock portions of the special dividend are expected to be treated as a taxable dividend to stockholders for U.S. federal income tax purposes in 2018.

About Arbor Realty Trust, Inc.

Arbor Realty Trust, Inc. (NYSE: ABR) is a nationwide real estate investment trust and direct lender, providing loan origination and servicing for multifamily, seniors housing, healthcare, and other diverse commercial real estate assets. Headquartered in Uniondale, New York, Arbor manages a multibillion-dollar servicing portfolio, specializing in Fannie Mae, Freddie Mac, and other government-sponsored enterprises, as well as CMBS, bridge, mezzanine, and preferred equity lending. Rated by Standard and Poor's and Fitch Ratings, Arbor is committed to building on its reputation for service, quality, and flexibility, and dedicated to providing our clients excellence over the entire life of a loan.

Safe Harbor Statement

Certain items in this press release may constitute forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Arbor can give no assurance that its expectations will be attained. Factors that could cause actual results to differ materially from Arbor's expectations include, but are not limited to, continued ability to source new investments, changes in interest rates and/or credit spreads, changes in the real estate markets, and other risks detailed in Arbor's Annual Report on Form 10-K for the year ended December 31, 2017 and its other reports filed with the SEC. Such forward-looking statements speak only as of the date of this press release. Arbor expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Arbor's expectations with regard thereto or change in events, conditions, or circumstances on which any such statement is based.

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