

ARBOR REALTY TRUST INC
Form 8-K
March 27, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):

March 27, 2013 (March 22, 2013)

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)

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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))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 22, 2013, Arbor Realty Trust, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement), among the Company, Arbor Realty Limited Partnership and Deutsche Bank Securities Inc., as representative of the several underwriters named therein (the Underwriters), for the issuance and sale by the Company of 5,625,000 shares of its common stock, par value \$0.01 per share (the Common Stock). In addition, the Company granted the Underwriters an option for 30 days to purchase up to an additional 843,750 shares of Common Stock. The Underwriters agreed to pay the Company a purchase price per share of \$7.67 (reflecting a price to the public of \$8.00 per share, less an underwriting discount of \$0.33 per share). The Underwriting Agreement includes customary representations, warranties, covenants and closing conditions. It also provides for customary indemnification by each of the Company and certain affiliated entities and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities. The transaction contemplated by the Underwriting Agreement closed on March 27, 2013.

The Common Stock is being sold pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (File No. 333-167303). A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit Number | Exhibit |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated March 22, 2013, by and among Arbor Realty Trust, Inc., Arbor Realty Limited Partnership and Deutsche Bank Securities Inc., as representative of the several underwriters named therein |
| 5.1 | Opinion of Venable LLP |
| 8.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1) |

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: March 27, 2013

EXHIBIT INDEX

Exhibit Number

- 1.1 Underwriting Agreement, dated March 22, 2013.
- 5.1 Opinion of Venable LLP, dated March 27, 2013.
- 8.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated March 27, 2013.