

ARBOR REALTY TRUST INC
Form S-4/A
May 30, 2018

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As filed with the Securities and Exchange Commission on May 29, 2018

Registration Statement No. 333-224251

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 1 to

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Arbor Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6798
(Primary Standard Industrial
Classification Code Number)
333 Earle Ovington Boulevard, Suite 900
Uniondale, New York 11553
(516) 506-4200

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

20-0057959
(I.R.S. Employer
Identification Number)

John J. Bishar, Jr.
General Counsel and Corporate Secretary
333 Earle Ovington Boulevard, Suite 900
Uniondale, New York 11553
(516) 506-4200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies of all communications to:
David J. Goldschmidt, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
5.625% Senior Notes due 2023	\$125,000,000	100%	\$125,000,000	\$15,563 ⁽¹⁾
Total	\$125,000,000			\$15,563 ⁽¹⁾

⁽¹⁾ The registrant previously paid \$12,450 of the filing fee.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer is not permitted.

SUBJECT TO COMPLETION, DATED MAY 29, 2018

PROSPECTUS

Offer to exchange \$125,000,000 aggregate principal amount of 5.625% Senior Notes due 2023 (the "old notes") for \$125,000,000 aggregate principal amount of 5.625% Senior Notes due 2023 (the "new notes" and, together with the old notes, the "notes").

The new notes have been registered under the Securities Act of 1933, as amended (the "Securities Act").

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2018 (the "expiration date"), unless we extend the exchange offer in our sole and absolute discretion.

Terms of the exchange offer:

We will exchange the new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration or termination of the exchange offer.

The terms of the new notes are substantially identical to those of the applicable outstanding old notes, except that the transfer restrictions, payment of additional interest and registration rights relating to the old notes do not apply to the new notes.

The exchange of old notes for new notes will not be a taxable transaction for U.S. federal income tax purposes. You should see the discussion under the caption "U.S. Federal Income Tax Considerations" for more information.

We will not receive any proceeds from the exchange offer.

We issued the old notes in transactions not requiring registration under the Securities Act, and as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights as a holder of the old notes.

There is no established trading market for the new notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 180 days from the date on which the exchange

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offer registration statement is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities with respect to the new notes or no longer owns any transfer restricted notes, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

See "Risk Factors" beginning on page 11 of this prospectus and under Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of risks you should consider prior to tendering your outstanding old notes for exchange.

Neither the Securities and Exchange Commission (the "SEC"), nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2018

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This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this document. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be sent to:

Arbor Realty Trust, Inc.
333 Earle Ovington Boulevard, Suite 900
Uniondale, New York 11553
Attn: Investor Relations

Oral requests should be made by telephoning (516) 506-4200.

In order to obtain timely delivery, you must request the information no later than _____, 2018, which is five business days before the expiration date of the exchange offer.

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SUMMARY

This summary contains basic information about the Company and the exchange offer and highlights selected information contained elsewhere or incorporated by reference into this prospectus. This summary is not complete and does not contain all of the information that is important to you and that you should consider before deciding whether or not to invest in the new notes. For a more complete understanding of the Company and this exchange offer, you should read this prospectus, including any information incorporated by reference into this prospectus, in its entirety. Investing in the new notes involves risks, including without limitation the risks that are described in this prospectus under the heading "Risk Factors" and in the documents incorporated by reference into this prospectus. In this prospectus, unless expressly noted or the context indicates otherwise, the words "we," "us," "Arbor," "Company" and similar references mean Arbor Realty Trust, Inc. and its subsidiaries, including Arbor Realty Limited Partnership, our operating partnership, and Arbor Realty SR, Inc., its subsidiary.

Our Company

We operate through two business segments: our Structured Business and our Agency Business. Through our Structured Loan Origination and Investment Business, or "Structured Business," we invest in a diversified portfolio of structured finance assets in the multifamily and commercial real estate markets, primarily consisting of bridge and mezzanine loans, including junior participating interests in first mortgages and preferred and direct equity. We may also directly acquire real property and invest in real estate-related notes and certain mortgage-related securities. Through our Agency Loan Origination and Servicing Business, or "Agency Business," which was formed as a result of the acquisition of the agency platform of Arbor Commercial Mortgage, LLC in the third quarter of 2016, we originate, sell and service a range of multifamily finance products through the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac," and together with Fannie Mae, the government-sponsored enterprises, or the "GSEs"), the Government National Mortgage Association ("Ginnie Mae"), Federal Housing Authority ("FHA") and the U.S. Department of Housing and Urban Development (together with Ginnie Mae and FHA, "HUD") and conduit/commercial mortgage-backed securities programs. We retain the servicing rights and asset management responsibilities on substantially all loans we originate and sell under the GSE and HUD programs. We are an approved Fannie Mae Delegated Underwriting and Servicing lender nationally, a Freddie Mac Multifamily Conventional Loan lender, seller/servicer, in New York, New Jersey and Connecticut, a Freddie Mac affordable, manufactured housing, senior housing and small balance loan lender, seller/servicer, nationally and a HUD MAP and LEAN senior housing/healthcare lender nationally.

We conduct substantially all of our operations and investing activities through our operating partnership, Arbor Realty Limited Partnership (the "Partnership"), and its subsidiaries, including Arbor Realty SR, Inc., a subsidiary REIT, which we refer to as SR Inc., and its subsidiaries. We serve as the general partner of the Partnership, and currently own 76.4% of its partnership interests.

Arbor Realty Trust, Inc. is organized to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes. A REIT is generally not subject to U.S. federal income tax on that portion of its REIT taxable income that is distributed to its stockholders, provided that at least 90% of taxable income is distributed and certain other requirements are met. Certain of our assets that produce non-qualifying income, primarily within the Agency Business, are operated through taxable REIT subsidiaries ("TRS"), which are part of our TRS consolidated group and are subject to U.S. federal, state and local income taxes. In general, our TRS entities may hold assets that the REIT cannot hold directly and may engage in real estate or non-real estate-related business.

Arbor Realty Trust, Inc. is a Maryland corporation formed in June 2003. Our principal executive offices are located at 333 Earle Ovington Boulevard, Suite 900, Uniondale, New York 11553. Our telephone number is (516) 506-4200. Our website is located at www.arbor.com. The information contained on or accessible through our website is not a part of this prospectus.

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SUMMARY DESCRIPTION OF THE EXCHANGE OFFER

On March 13, 2018, we completed a private offering of senior unsecured notes in an aggregate principal amount of \$100,000,000 (the "initial old notes"). On May 15, 2018, we completed a reopening of the senior unsecured notes in an aggregate principal amount of \$25,000,000 (the "reopened old notes" and together with the initial old notes, the "old notes"). As part of the offerings of old notes, we entered into registration rights agreements with the initial purchasers of the old notes. Pursuant to the registration rights agreements, we agreed, among other things, to file a registration statement and deliver this prospectus to you and to use commercially reasonable efforts to complete an exchange offer of registered new notes for the old notes. Below is a summary of the exchange offer.

Old Notes	5.625% Senior Notes due 2023, which were issued on March 13, 2018 and May 15, 2018.
New Notes	5.625% Senior Notes due 2023, the issuance of which has been registered under the Securities Act. The form and terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions, payment of additional interest and registration rights relating to the old notes do not apply to the new notes.
Exchange Offer for Notes	We are offering to issue up to \$125,000,000 aggregate principal amount of new notes in exchange for a like principal amount of old notes to satisfy our obligations under the registration rights agreements that were executed when the old notes were issued in transactions in reliance upon the exemptions from registration provided by Rule 144A of the Securities Act.
Expiration Date; Tenders	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2018, unless extended in our sole and absolute discretion. By tendering your old notes, you represent to us that:

you are not our "affiliate," as defined in Rule 405 under the Securities Act;

any new notes you receive in the exchange offer are being acquired by you in the ordinary course of your business;

neither you nor anyone receiving new notes from you has any arrangement or understanding with any person to participate in a distribution, as defined in the Securities Act, of the new notes; and

if you are a broker-dealer that will receive new notes for your own account in exchange for old notes that were acquired by you as a result of your market-making or other trading activities, you will deliver a prospectus in connection with any resale of the new notes you receive. For further information regarding resales of the new notes by participating broker-dealers, see the discussion under the caption "Plan of Distribution."

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Withdrawal; Non-Acceptance

You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on _____, 2018. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of the old notes tendered by book-entry transfer into the exchange agent's account at The Depository Trust Company ("DTC") any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see "The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes" and "The Exchange Offer Withdrawal Rights."

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive. See the discussion below under the caption "The Exchange Offer Conditions to the Exchange Offer" for more information regarding the conditions to the exchange offer.

Procedures for Tendering the Old Notes

You must do one of the following on or prior to the applicable expiration of the exchange offer to participate in the exchange offer:

tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to U.S. Bank National Association, as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer Exchange Agent;" or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, U.S. Bank National Association, as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer Book-Entry Transfers."

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Special Procedures for Beneficial Owners	If you are a beneficial owner whose old notes are registered in the name of the broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the person in whose name the old notes are registered.
U.S. Federal Income Tax Considerations	The exchange of the old notes for new notes in the exchange offer will not be a taxable transaction for United States federal income tax purposes. See the discussion under the caption "U.S. Federal Income Tax Considerations" for more information regarding the tax considerations of the exchange offer.
Use of Proceeds	We will not receive any proceeds from the exchange offer.
Exchange Agent	U.S. Bank National Association is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption "The Exchange Offer Exchange Agent."
Resales	Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties, we believe that the new notes you receive in the exchange offer may be offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act. However, you will not be able to freely transfer the new notes if: you are our "affiliate," as defined in Rule 405 under the Securities Act; you are not acquiring the new notes in the exchange offer in the ordinary course of your business; or you are engaged in or intend to engage in or have an arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes you will receive in the exchange offer. If you are an affiliate of ours, are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the new notes: you cannot rely on the applicable interpretations of the staff of the SEC; and

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you must comply with the registration requirements of the Securities Act in connection with any resale transaction.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 180 days from the date on which the exchange offer registration statement is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities with respect to the new notes or no longer owns any transfer restricted notes, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution." As a condition to participation in the exchange offer, each holder will be required to represent that it is not our affiliate or a broker-dealer that acquired the old notes directly from us.

Registration Rights Agreements

When each of the initial old notes and the reopened old notes were issued, we entered into registration rights agreements with the initial purchasers of the initial old notes and the reopened old notes, respectively.

Pursuant to the terms of the registration rights agreements, we agreed to use commercially reasonable efforts to, among other things, (i) file with the SEC, within 30 days of the issue date of the old notes, and cause to become effective, within 90 days of the issue date, a registration statement (or, in the case of the reopened old notes, an amendment to the registration statement filed relating to the initial old notes), on the appropriate form under the Securities Act, relating to an offer to exchange the old notes for a like aggregate principal amount of registered notes, which notes will be substantially identical to the old notes (except for the provisions relating to the transfer restrictions and payment of additional interest) and entitled to the benefits of the indenture governing the old notes; and (ii) consummate the exchange offer within 120 days after the issue date.

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If the exchange offer is not consummated within 120 days after the issue date of the old notes, we agreed to use commercially reasonable efforts to (i) cause to be filed a shelf registration statement covering resales of the old notes; (ii) cause such shelf registration statement to become effective under the Securities Act; and (iii) keep the shelf registration statement effective until the earlier of (x) one year following the effective date of such shelf registration statement and (y) when all of the old notes registered thereunder have been sold pursuant to such shelf registration statement or cease to be transfer restricted notes. Upon the occurrence of one or more registration defaults as described below, the interest rate on the old notes will be increased by (i) 0.25% per annum for the first 90-day period beginning on the day immediately following the registration default and (ii) an additional 0.25% per annum at the end of each subsequent 90-day period, until the date all registration defaults have ended or been suspended or cured or there are no longer any transfer restricted notes outstanding, up to a maximum aggregate interest rate increase of 1.00% per annum. Under the registration rights agreements, a registration default will occur in the event that (a) the exchange offer registration statement referred to above or, if required, the shelf registration statement referred to above has not been filed or become effective within the applicable period specified in the registration rights agreements; (b) the exchange offer has not been consummated within the applicable period specified in the registration rights agreements; or (c) the exchange offer registration statement or, if required, the shelf registration statement, has become effective but thereafter ceases to be effective or usable (except as permitted, including with respect to any suspension period). Copies of the registration rights agreements are filed as exhibits to the registration statement of which this prospectus forms a part. See "Registration Rights."

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CONSEQUENCES OF NOT EXCHANGING OLD NOTES

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In general, you may offer or sell your old notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws;
or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes under the Securities Act. Under some circumstances, however, holders of the old notes whose old notes are or were ineligible to be exchanged in the exchange offer may require us to file and cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes and our obligation to file a shelf registration statement, see "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes."

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SUMMARY DESCRIPTION OF THE NEW NOTES

The terms of the new notes and those of the outstanding old notes are substantially identical, except that the transfer restrictions, additional interest and registration rights relating to the old notes do not apply to the new notes.

The new notes will evidence the same debt as the old notes and will be governed by the same indenture under which the old notes were issued. The summary below describes the principal terms of the new notes. Please see "Description of the New Notes" for further information regarding the new notes. References in this prospectus to the "notes" include both the old notes and the new notes unless otherwise specified or the context otherwise requires.

Terms of the New Notes

Issuer	Arbor Realty Trust, Inc., a Maryland corporation.
New Notes	Up to \$125,000,000 aggregate principal amount of 5.625% Senior Notes due 2023.
Maturity Date of New Notes	May 1, 2023.
Interest Rate	5.625% per annum, subject to adjustment from time to time based on changes in the ratings of the notes as described under "Description of Notes Interest."
Interest Payment Dates	May 1 and November 1 of each year, beginning on November 1, 2018.
No Guarantees	The new notes will not be guaranteed by any of our subsidiaries.
Security and Ranking	The new notes will be our senior unsecured obligations and will rank:

senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the new notes;

equal in right of payment to any of our unsecured indebtedness outstanding from time to time that is not so subordinated;

effectively subordinated to any of our secured indebtedness to the extent of the value of the collateral securing such indebtedness; and

structurally subordinated to the existing and future indebtedness and other liabilities (including trade payables) and preferred equity of our subsidiaries, including any indebtedness and other liabilities of ours that are guaranteed by our subsidiaries.

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As of March 31, 2018, we had approximately \$2.68 billion of total consolidated indebtedness of which an aggregate of \$2.54 billion was senior indebtedness and an aggregate of \$2.11 billion was secured indebtedness. As of March 31, 2018, our subsidiaries had \$2.29 billion of indebtedness and other liabilities (including trade payables) to which the notes would have been structurally subordinated. After giving effect to the issuance of the initial old notes on March 13, 2018 and the reopened old notes on May 15, 2018 and the use of proceeds therefrom, our total consolidated indebtedness would have been approximately \$2.61 billion.

Certain Covenants

The indenture, among other things, requires us to maintain a minimum net asset value, unencumbered asset and senior debt service coverage ratio, and the indenture restricts our leverage and our ability to transfer our assets substantially as an entirety or merge into or consolidate with any person. See "Description of the New Notes Restrictive Covenants" and "Description of the New Notes Merger, Consolidation or Sale of Assets."

These covenants are subject to a number of important qualifications and limitations. See "Description of the New Notes Restrictive Covenants."

Optional Redemption

The new notes may be redeemed by us, at our option, in whole or in part, at any time or from time to time prior to April 1, 2023 (the date that is one month prior to the scheduled maturity date of the new notes and which we refer to as the "Par Call Date"), at a redemption price equal to 100% of the aggregate principal amount of the new notes to be redeemed, plus a "make-whole" premium plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. At any time or from time to time on or after the Par Call Date, we may redeem the new notes in whole or in part by paying 100% of the aggregate principal amount of the new notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. See "Description of the New Notes Optional Redemption by Us."

Change of Control Offer

If a change of control triggering event as described herein occurs, each holder of the new notes may require us to purchase all or a portion of such holder's notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest thereon, if any, to, but excluding, the date of purchase. See "Description of the New Notes Change of Control Offer."

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Form and Denominations	The new notes will be issued in fully registered form without coupons and in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Initially, all of the new notes will be issued in book-entry form as described under "Book-Entry, Delivery and Form." These global securities will be deposited with or on behalf of DTC and registered in the name of a nominee of DTC.
Future Issuances	We may from time to time, without notice to or consent of holders, increase the aggregate principal amount of the new notes by issuing additional notes in the future with the same terms as the new notes, except for the issue date and offering price and, if applicable, the initial interest payment date and the initial interest accrual date, and such additional notes shall form a single series with the new notes, provided that such additional notes are fungible with the new notes for U.S. federal income tax purposes.
Use of Proceeds	We will not receive any proceeds from the exchange offer. Any old notes that are properly tendered and exchanged pursuant to the exchange offer will be retired and cancelled.
Risk Factors	Tendering your old notes in the exchange offer involves risks. You should carefully consider the information set forth in this prospectus and, in particular, should evaluate the specific factors set forth in the section entitled "Risk Factors" for an explanation of certain risks of the exchange offer and investing in the new notes before tendering any old notes. You should also evaluate the risk factors described in "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 and the other information set forth or incorporated by reference into this prospectus.
Absence of a Public Market for the New Notes	The new notes will be freely transferable but will be new securities for which there will not initially be a market. Accordingly, a market for the new notes may not develop or there may be limited liquidity in any such market that may develop. We do not intend to apply for a listing of the new notes on any securities exchange or any automated dealer quotation system.
Trustee Listing	U.S. Bank National Association.
Governing Law	The new notes will not be listed on any securities exchange. The Indenture is and the new notes will be governed by the laws of the State New York.

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RISK FACTORS

Participating in the exchange offer is subject to a number of risks. You should carefully consider the risks and uncertainties set forth below and the risks and uncertainties incorporated by reference in this prospectus, including the information under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 and other documents that we subsequently file with the SEC.

Risks Related to the Exchange Offer and Holding the New Notes

Holders who fail to exchange their old notes will continue to be subject to restrictions on transfer.

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your old notes described in the legend on the certificates for your old notes. The restrictions on transfer of your old notes arise because we issued the old notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the old notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. We do not plan to register the old notes under the Securities Act. For further information regarding the consequences of not tendering your old notes in the exchange offer, see the discussion below under the caption "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes."

You must comply with the exchange offer procedures in order to receive freely tradable new notes.

Delivery of new notes in exchange for old notes tendered and accepted for exchange pursuant to the exchange offer will be made only after timely receipt by the exchange agent of the following:

certificates for old notes or a book-entry confirmation of a book-entry transfer of old notes into the exchange agent's account at DTC, New York, New York, as depository;

a completed and signed letter of transmittal (or facsimile thereof), with any required signature guarantees, or an agent's message in lieu of the letter of transmittal; and

any other documents required by the letter of transmittal.

Therefore, holders of old notes who would like to tender old notes in exchange for new notes should be sure to allow enough time for the old notes to be delivered on time. We are not required to notify you of defects or irregularities in tenders of old notes for exchange. Old notes that are not tendered or that are tendered but we do not accept for exchange will, following consummation of the exchange offer, continue to be subject to the existing transfer restrictions under the Securities Act and, upon consummation of the exchange offer, certain registration and other rights under the registration rights agreements will terminate. See "The Exchange Offer Exchange Offer Procedures" and "The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes."

Some holders who exchange their old notes may be deemed to be underwriters and these holders will be required to comply with the registration and prospectus delivery requirements in connection with any resale transaction.

If you exchange your old notes in the exchange offer for the purpose of participating in a distribution of the new notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. If a holder is deemed to have received restricted securities and transfers any new notes without delivering a prospectus meeting the requirements of the Securities Act or without an applicable exemption from registration under the Securities Act, such a holder may

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incur liability under the Securities Act. We do not and will not assume or indemnify such a holder against this liability.

We are a holding company whose principal assets are the equity interests we hold in our subsidiaries. We will depend upon our subsidiaries to provide us with substantially all of the funds to meet our obligations under the notes.

We are a holding company, and we conduct our operations principally through our subsidiaries. We derive substantially all our revenues from our subsidiaries, and substantially all of our operating assets are owned by our subsidiaries. As a result, our cash flow and our ability to service our debt, including the notes, largely depend on the results of operations of our subsidiaries and upon the ability of our subsidiaries to provide us with cash to pay amounts due on our obligations, including the notes. Dividends, loans or other distributions from our subsidiaries to us also may be subject to contractual and other restrictions, are dependent upon results of operations of our subsidiaries and are subject to other business considerations.

Our substantial indebtedness could adversely affect our business, financial condition or results of operations and prevent us from fulfilling our obligations under the notes.

We currently have and will continue to have a significant amount of indebtedness. As of March 31, 2018, the principal amount of our total consolidated indebtedness was approximately \$2.68 billion, of which an aggregate of \$2.54 billion was senior indebtedness and an aggregate of \$2.11 billion was secured indebtedness. As of March 31, 2018, our subsidiaries had \$2.29 billion principal amount of indebtedness and other liabilities (including trade payables) to which the notes would have been structurally subordinated. After giving effect to the issuance of the initial old notes on March 13, 2018 and the reopened old notes on May 15, 2018 and the use of proceeds therefrom, our total consolidated indebtedness would have been approximately \$2.61 billion. This substantial level of indebtedness increases the risk that we may be unable to generate enough cash to pay amounts due in respect of our indebtedness, including the notes.

Our substantial indebtedness could have important consequences to you and significant effects on our business. For example, it could:

make it more difficult for us to satisfy our obligations with respect to the notes;

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund investments in our targeted assets, working capital and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

restrict us from exploiting business opportunities; and

limit our ability to borrow additional funds.

There are limited covenants and protections in the Indenture.

Except as described below, the indenture does not contain any restrictive covenants. Accordingly, the indenture does not restrict our or our subsidiaries' ability to pay dividends, incur liens, sell less than substantially all of our assets, enter into transactions with affiliates, enter into sale-leaseback transactions, enter into agreements that restrict the ability of our subsidiaries to make distributions to us or make investments, issue or repurchase our other securities or secure indebtedness with the assets, stock or equity interests of our subsidiaries.

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The indenture provides that our Net Asset Value as of the close of business on the last day of each of our fiscal quarters must be equal to or greater than \$350,000,000 plus the greater of (i) zero dollars and (ii) 50% of Net Equity Capital Activity.

The indenture provides that the ratio of (i) our Consolidated Unencumbered Assets as of the close of business on the last day of each of our fiscal quarters to (ii) the lesser of (a) the aggregate principal amount of unsecured indebtedness of us and our subsidiaries as of such date, and (b) the aggregate principal amount of (1) the new notes, plus (2) our 6.50% Convertible Notes Senior Notes due 2019 (the "6.50% Notes"), plus (3) our 5.375% Convertible Senior Notes due 2020 (the "5.375% Notes"), plus (4) the 7.375% Notes due 2021 (the "7.375% Notes"), in the case of clauses (2), (3) and (4) outstanding on the issue date of the initial old notes, must be equal to or greater than 1.12 to 1.0.

The indenture provides that the Senior Debt Service Coverage Ratio as of the close of business on the last day of each of our fiscal quarters, calculated on a pro forma basis for the incurrence of any Debt during the applicable Testing Period, must be equal to or greater than 1.2 to 1.0 and our Debt to Equity Ratio on the last day of each of our fiscal quarters must be equal to or less than 6.0 to 1.0. Accordingly, the indenture governing the new notes restricts, but does not eliminate, our and our subsidiaries' ability to incur indebtedness, including indebtedness that would be senior to the notes. The incurrence of additional indebtedness could have the effect of diminishing our ability to make payments of principal, premium, if any, and interest on the new notes when due and payable.

Moreover, the restrictive covenants in the indenture are subject to numerous exceptions and permit us to incur indebtedness subject to, among other exceptions, compliance with certain financial ratios and we and our subsidiaries will likely be able to incur substantial additional secured and unsecured indebtedness without violating such covenants. In addition, the indenture does not impose any limitation on the incurrence or issuance by us or our subsidiaries of liabilities that are not considered Debt.

For definitions of the terms "Net Asset Value," "Net Equity Capital Activity," "Consolidated Unencumbered Assets," "Debt," "Senior Debt Service Coverage Ratio," "Debt to Equity Ratio" and "Testing Period," see "Description of Notes Certain Definitions."

In addition, the agreements that govern our current indebtedness contain, and the agreements that may govern any future indebtedness that we may incur may contain, financial and other restrictive covenants that limit or may limit our ability to engage in activities that may be in our long-term best interests.

Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

Our ability to make scheduled payments of the principal of, to pay interest on, or to refinance our indebtedness, including the notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

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The notes will be structurally subordinated to all of our subsidiaries' indebtedness and effectively junior to all of our future secured indebtedness.

As the notes will not be guaranteed by any of our subsidiaries, the notes will be structurally subordinated to the indebtedness and other liabilities (including trade payables) and preferred equity of our subsidiaries, including any future indebtedness and other liabilities of Arbor Realty Trust, Inc. that are guaranteed by our subsidiaries. In any liquidation, dissolution, bankruptcy or other similar proceeding involving one of our subsidiaries, any right we or any holders of the notes have to participate in the assets of the subsidiary will effectively be subordinated to the claims of creditors of the subsidiary, and following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets remaining to make payments to us as a stockholder or otherwise. We conduct all of our operations and business activities through our operating partnership and its subsidiaries. As of March 31, 2018, our subsidiaries had, in the aggregate, indebtedness and other liabilities of approximately \$2.29 billion to which the notes would have been structurally subordinated. As of March 31, 2018, Arbor Realty Trust, Inc. had no outstanding indebtedness or other liabilities guaranteed by our subsidiaries.

In addition, the notes will be effectively subordinated to any of our secured indebtedness to the extent of the value of the collateral securing such indebtedness. In the event that we are declared bankrupt, become insolvent or are liquidated or reorganized, any indebtedness that ranks ahead of the notes will be entitled to be paid in full from our assets before any payment may be made with respect to the notes. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same ranking as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we may not have sufficient assets to pay amounts due on the notes. As a result, if holders of the notes receive any payments, they may receive less, ratably, than holders of secured indebtedness. As of March 31, 2018, Arbor Realty Trust, Inc. had no outstanding secured indebtedness.

Your ability to transfer the new notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the new notes.

The new notes are a new issue of securities for which there is no established trading market. We do not intend to apply for listing of the new notes on any nat