

ARBOR REALTY TRUST INC
Form SC 13G
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Arbor Realty Trust, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

038923108
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 038923108

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1. NAMES OF REPORTING PERSONS

Ivan Kaufman

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | | |
|---|----------------------------------|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. 6. 7. 8. | SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER | 4,947,320 0 4,947,320 0 |
|---|----------------------------------|--|--|

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,947,320

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 20.4%

12. TYPE OF REPORTING PERSON IN

CUSIP No. 038923108

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1. NAMES OF REPORTING PERSONS

Arbor Commercial Mortgage, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

| | | | |
|---|--------------------------|-------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER | 0 |
| 6. | SHARED VOTING POWER | 4,823,969 | |
| 7. | SOLE DISPOSITIVE POWER | 0 | |
| 8. | SHARED DISPOSITIVE POWER | 4,823,969 | |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,823,969

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.9%

12. TYPE OF REPORTING PERSON OO

- Item 1(a). Name of Issuer:
Arbor Realty Trust, Inc. ("ART")
- Item 1(b). Address of Issuer's Principal Executive Offices:
333 Earle Ovington Boulevard,
Suite 900
Uniondale, NY 11553
- Item 2(a). Names of Persons Filing:
Ivan Kaufman; Arbor Commercial Mortgage, LLC
- Item 2(b). Address of Principal Business Office or, if none, Residence:
333 Earle Ovington Boulevard,
Suite 900
Uniondale, NY 11553
- Item 2(c). Citizenship:
Ivan Kaufman: United States of America;
Arbor Commercial Mortgage, LLC: New York
- Item 2(d). Title of Class of Securities:
Common Stock, par value \$0.01 per share
- Item 2(e). CUSIP Number:
038923108
- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- | | | |
|-----|---|--|
| (a) | £ | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | £ | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | £ | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | £ | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |

- | | | |
|-----|---|---|
| (e) | £ | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). |
| (f) | £ | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). |
| (g) | £ | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |
| (h) | £ | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | £ | A church plan that is excluded from the definition of an investment company under section 3I(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3). |
| (j) | £ | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

Item 4 Ownership.

(a) Amount Beneficially Owned:

Mr. Kaufman beneficially owns the following shares of common stock:

(i) 114,334 shares of common stock held directly by Mr. Kaufman;

(ii) 5,000 shares of common stock held directly by Lisa Kaufman, Mr. Kaufman's spouse;

(iii) 2,400 shares of common stock held directly by Maurice Kaufman, Mr. Kaufman's son;

(iv) 1,617 shares of common stock held directly by Adam Kaufman, Mr. Kaufman's son

(v) 1,047,900 shares of common stock held directly by Arbor Commercial Mortgage, LLC ("ACM");* and

(vi) 3,776,069 shares of common stock which ART may, in its sole discretion, elect to issue to ACM if ACM elects to redeem the equivalent number of units of limited partnership interest in Arbor Realty Limited Partnership ("ARLP"), the operating partnership of ART, that are currently held by ACM.**

* As of December 31, 2007, Mr. Kaufman owned approximately 50.8% of ACM directly. Mr. Kaufman and Lisa Kaufman, his spouse, jointly owned 100% of Arbor Management, LLC, the sole manager of ACM, which owned approximately 0.6% of ACM as of such date. The Ivan and Lisa Kaufman Family Trust and The Ivan Kaufman Grantor Retained Trust (of which Mr. Kaufman is also a co-trustee), both

of which benefit the dependent children of Mr. Kaufman, owned approximately 34.8% and 3.9% of ACM, respectively, as of such date. Due to his direct and indirect ownership of 90.1% of ACM, Mr. Kaufman beneficially owns the shares of common stock of ART that are held directly by ACM.

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** Pursuant to ARLP's partnership agreement, ACM may elect to redeem its 3,776,069 units of limited partnership interest in ARLP (the "OP Units") for a certain amount of cash. However, ART may elect to issue the equivalent number of shares of its common stock to ACM in lieu of having ARLP pay the cash redemption amount to ACM. ACM also currently holds 3,776,069 shares of ART's Special Voting Preferred Stock (the "SVP Stock") in respect of its 3,776,069 OP Units. Each share of SVP Stock is entitled to one vote per share on all matters submitted to a vote of ART's holders of capital stock. However, if ACM's OP Units are redeemed, each corresponding share of SVP Stock would be simultaneously redeemed and cancelled by ART.

(b)

Percent of Class:

Assuming that, as of December 31, 2007, ACM exercised its right to redeem the 3,776,069 OP Units currently held by it, and ART elected to issue 3,776,069 of shares of ART's common stock to ACM in lieu of having ARLP pay the cash redemption amount, then Ivan Kaufman and ACM would own 20.4% and 19.9%, respectively, of the outstanding shares of ART's common stock.

(c)

Assuming that, as of December 31, 2007, ACM exercised its right to redeem the 3,776,069 OP Units currently held by it, and ART elected to issue 3,776,069 of shares of ART's common stock to ACM in lieu of having ARLP pay the cash redemption amount, then Ivan Kaufman would have the sole power to vote or to direct the vote of 4,947,320 shares of common stock and would have the sole power to dispose or to direct the disposition of 4,947,320 shares of common stock. As of such date, Ivan Kaufman would have no shared power to vote or direct the vote or to dispose or to direct the disposition of any shares of common stock.

Assuming that, as of December 31, 2007, ACM exercised its right to redeem the 3,776,069 OP Units currently held by it, and ART elected to issue 3,776,069 of shares of ART's common stock to ACM in lieu of having ARLP pay the cash redemption amount, then ACM would have the shared power to vote or to direct the vote of 4,823,969 shares of common stock and would have the shared power to dispose or to direct the disposition of 4,823,969 shares of common stock. As of such date, ACM would have no sole power to vote or direct the vote or to dispose or to direct the disposition of any shares of common stock.

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8 Identification and Classification of Members of the Group.

N/A

Item 9 Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2008

/s/ Ivan Kaufman
Ivan Kaufman

ARBOR COMMERCIAL MORTGAGE, LLC

By: /s/ Ivan Kaufman
Name: Ivan Kaufman
Title: Chief Executive Officer and
President

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