

ARBOR REALTY TRUST INC

Form 10-Q/A

November 17, 2004

Table of Contents

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

(Amendment No. 1)

**Form 10-Q/A**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2004

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from      to

Commission file number: 001-32136

**Arbor Realty Trust, Inc.**

*(Exact name of registrant as specified in its charter)*

**Maryland**  
*(State or other jurisdiction of  
incorporation)*

**20-0057959**  
*(I.R.S. Employer  
Identification No.)*

**333 Earle Ovington Boulevard**  
**Uniondale, NY**  
*(Address of principal executive offices)*

**11553**  
*Zip Code*

**(516) 832-8002**

**(Registrant's telephone number, including area code)**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act). Yes  No .

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date. Common stock, \$0.01 par value per share: 16,389,657 outstanding as of November 10, 2004.

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**Table of Contents**

**Explanatory Note**

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the Securities and Exchange Commission on November 12, 2004, solely to include broker non-vote information in Item 4 of Part II. Except for the broker non-vote information in Item 4, no other information included in the original report on Form 10-Q is amended by this Form 10-Q/A.

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**ARBOR REALTY TRUST, INC.**

**FORM 10-Q**

**INDEX**

|   |   |
|---|---|
| <b><u>PART II. OTHER INFORMATION</u></b>                                  | 2 |
| <u>Item 4.</u> <u>Submission of Matters to a Vote of Security Holders</u> | 2 |
| <u>Signatures</u>   | 3 |
| <u>EX-31.1: CERTIFICATION</u>   |   |
| <u>EX-31.2: CERTIFICATION</u>   |   |
| <u>EX-32.1: CERTIFICATION</u>   |   |
| <u>EX-32.2: CERTIFICATION</u>   |   |

**Table of Contents****PART II. OTHER INFORMATION****Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The annual meeting of stockholders of the Company was held on July 29, 2004, for the purpose of considering and acting upon the following:

(1) **Election of Directors.** Two Class I directors were elected and the votes cast for or against/withheld were as follows:

| Nominees              | Aggregate Votes |           |
|-----------------------|-----------------|-----------|
|                       | For             | Withheld  |
| Jonathan A. Bernstein | 17,145,882      | 922,266   |
| Joseph Martello       | 16,956,784      | 1,111,564 |

(2) Two matters were approved and the votes cast for or against and the abstentions were as follows:

**(a) Stock Incentive Plan.**

|  | Aggregate Votes |         |           |                  |
|--|-----------------|---------|-----------|------------------|
|  | For             | Against | Abstained | Broker Non-Votes |
| Approval of the Arbor Realty Trust, Inc. 2003 Omnibus Stock Incentive Plan (as amended and restated) | 13,363,375      | 239,760 | 969,720   | 3,491,293        |

**(b) Ratification of Ernst & Young.**

|  | For Aggr   | egatenVotes | Abstained |
|--|------------|-------------|-----------|
| Ratification of Ernst & Young LLP as the Company's independent auditors for fiscal year 2004 | 18,063,248 | 3,500       | 1,400     |

The continuing directors of the Company are Ivan Kaufman, C. Michael Kojaian, Melvin F. Lazar, William Helmreich and Walter K. Horn.

**Table of Contents**

**SIGNATURES**

**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 thereunto duly authorized:**

ARBOR REALTY TRUST, INC.  
(Registrant)

By: /s/ IVAN KAUFMAN

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Name: Ivan Kaufman  
Title: Chief Executive Officer

By: /s/ FREDERICK C. HERBST

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Name: Frederick C. Herbst  
Title: Chief Financial Officer

Date: November 17, 2004