

ARBOR REALTY TRUST INC  
Form 8-A12B  
May 12, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**Arbor Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State of incorporation or organization)

**20-0057959**  
(IRS Employer Identification No.)

**333 Earle Ovington Boulevard, Suite 900**

**Uniondale, New York**  
(Address of principal executive offices)

**11553**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

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to be so registered  
**7.375% Senior Notes due 2021**

each class is to be registered  
**The New York Stock Exchange**

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is to become effective pursuant to General Instruction A.(c), please check the following box.

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **File No. 333-189532**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the securities being registered hereunder, reference is made to the information set forth under the heading "Description of Notes" in the Registrant's Prospectus Supplement dated May 7, 2014, as filed with the Securities and Exchange Commission (the "Commission") on May 9, 2014, pursuant to Rule 424(b) under the Securities Act of 1933 and under the heading "Description of Debt Securities" in the accompanying prospectus that constitutes a part of the Registrant's Shelf Registration Statement on Form S-3 (File No. 333-189532), filed with the Commission on June 21, 2013 and amended on July 26, 2013, which is incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Indenture, dated May 12, 2014, between Arbor Realty Trust, Inc., as issuer, and U.S. Bank National Association, as trustee, incorporated by reference to Exhibit 4.1 to Arbor Realty Trust Inc.'s Form 8-K filed on May 12, 2014.
- 4.2 First Supplemental Indenture, dated May 12, 2014, between Arbor Realty Trust, Inc., as issuer, and U.S. Bank National Association, as trustee, incorporated by reference to Exhibit 4.2 to Arbor Realty Trust Inc.'s Form 8-K filed on May 12, 2014.
- 4.3 Form of 7.375% Senior Note due 2021 (included as Exhibit A to Exhibit 4.2 hereto)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 12, 2014

ARBOR REALTY TRUST, INC.

/s/ Paul Elenio  
Name: Paul Elenio  
Title: Chief Financial Officer