

ARBOR REALTY TRUST INC  
Form SC 13G/A  
February 14, 2019

---

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No 8)\*

Arbor Realty Trust, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

038923108  
(CUSIP Number)

December 31, 2018  
(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)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

CUSIP No. 038923108 Page 2  
of 5

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

LEON G. COOPERMAN

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

5

2,565,400

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

81,000

SOLE DISPOSITIVE POWER

7

2,565,400

SHARED DISPOSITIVE POWER

8

81,000

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,646,400

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

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

3.50%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

---

CUSIP No. 038923108 Page 3  
of 5

Name of Issuer:

Item 1(a).

ARBOR REALTY TRUST, INC.

Address of Issuer's Principal Executive Offices:

Item 1(b).

333 Earle Ovington Boulevard, Suite 900  
Uniondale NY 11553

Name of Person Filing:

This statement is filed on behalf of Leon G. Cooperman ("Mr. Cooperman"). Mr. Cooperman is engaged in, among other activities, investing for his own account.

Item 2(a).

Mr. Cooperman is married to an individual named Toby Cooperman. Mr. Cooperman has an adult son named Michael S. Cooperman and a minor grandchild named Asher Silvin Cooperman. The Michael S. Cooperman WRA Trust (the "WRA Trust") is an irrevocable trust for the benefit of Michael S. Cooperman. Mr. Cooperman has investment authority over the Shares (as defined below) held by Toby Cooperman, Michael S. Cooperman, the UTMA account for Asher Silvin Cooperman, the WRA Trust accounts, and the Individual Retirement Accounts of Toby and Michael S. Cooperman.

Mr. Cooperman is one of the Trustees of The Leon and Toby Cooperman Foundation (the "Foundation"), a charitable trust dated December 16, 1981. The other Trustees are family members.

Mr. Cooperman has investment discretion over the Shares held by the Uncommon Knowledge and Achievement, Inc. (the "Uncommon"), a 501 (c)(3) Delaware charitable foundation.

Address of Principal Business Office or, if none, Residence:

Item

2(b). The principal business office of Mr. Cooperman is St. Andrew's Country Club, 7118 Melrose Castle Lane, Boca Raton, FL 33496.

Citizenship:

Item 2(c).

Mr. Cooperman is a United States citizen.

Title of Class of Securities:

Item 2(d).

Common Stock (the "Shares")

CUSIP Number:

Item 2(e).

038923108

CUSIP No. 038923108      Page 4  
   of 5

If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c):

Item 3.

This Item 3 is inapplicable.

Item 4. Ownership.

Amount beneficially owned; and  
Percent of Class:

(a) Mr. Cooperman may be deemed the beneficial owner of 2,646,400 Shares, which constitutes approximately 3.50% (b) of the total number of Shares outstanding. This consists of 750,000 Shares owned by Mr. Cooperman; 604,100 Shares owned by Toby Cooperman; 505,500 Shares owned by Michael S. Cooperman; 400,000 Shares owned by the WRA Trust; 300,000 Shares owned by the Foundation; 5,800 Shares owned by the UTMA account for Asher Silvin Cooperman; and 81,000 Shares owned by the Uncommon.

(c) Number of shares as to which the person has:

Sole power to vote or to direct the vote:

(i)  
2,565,400

Shared power to vote or to direct the vote:

(ii)  
81,000

Sole power to dispose or to direct the disposition of:

(iii)  
2,565,400

Shared power to dispose or to direct the disposition of:

(iv)  
81,000

---

CUSIP No. 038923108 Page 5  
of 5

Ownership of Five Percent or Less of a Class.

Item

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Item 6.

This Item 6 is not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

Item Parent Holding Company or Control Person.

7.

This Item 7 is not applicable.

Identification and Classification of Members of the Group.

Item 8.

This Item 8 is not applicable.

Notice of Dissolution of Group.

Item 9.

This Item 9 is not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

DATED: February 14, 2019

LEON G. COOPERMAN

By: /s/ Edward Levy \_\_\_\_\_

Edward Levy

Attorney-in-Fact

Duly authorized under POA effective as of August 10, 2016 and filed on August 12, 2016.

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).