

NEW YORK MORTGAGE TRUST INC
Form 10-K/A
May 23, 2006

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

FORM 10-K/A

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

For the Fiscal Year Ended December 31, 2005

**£ 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 001-32216

NEW YORK MORTGAGE TRUST, INC.

(Exact name of registrant as specified in its charter)

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

47-0934168
*(I.R.S. Employer
Identification No.)*

1301 Avenue of the Americas, New York, New York 10019
(Address of principal executive office) (Zip Code)

(Registrant's telephone number, including area code)
(212) 634-9400

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|--------------------------------|--|
| Common Stock, \$0.01 par value | New York Stock Exchange |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filers" and "large accelerated filers" in Rule 12b-2 of The Exchange Act. (check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2005 was approximately \$133.5 million based on the closing price on such date of the registrant's common stock as reported by the New York Stock Exchange Composite Transactions.

The number of shares of the Registrant's Common Stock outstanding on March 1, 2006 was 17,953,674.

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Explanatory Note

New York Mortgage Trust, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A to amend its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission (the "SEC") on March 16, 2006 (the "Initial 10-K Filing"). The Company is hereby amending its Annual Report on Form 10-K to correct the following:

1. The number of shares of the Registrant's Common Stock outstanding on March 1, 2006 on the cover page and on page 19 under Item 5;
2. The weighted average exercise price of outstanding options, warrants and rights and the number of securities remaining available for future issuance under equity compensation plans in the table on page 20 of the Initial 10-K Filing under the caption "Securities Authorized for Issuance Under Equity Compensation Plans" at the end of Item 5;
3. The inadvertent omission of part of Item 9A., Controls and Procedures, on page 60 of the Initial 10-K Filing, indicating that the Registrant made no changes in its internal control over financial reporting during the quarter ended December 31, 2005;
 4. The 2006 annual salary information for the executive officers of the Registrant to reflect the 3.4% increase over their 2005 annual salaries in Item 9B., Other Information, on page 60 of the Initial 10-K Filing;
5. The inadvertent omission of listing certain exhibits under Item 15(b) of Part IV that were listed elsewhere in the Initial 10-K Filing under the caption "Exhibit Index".

Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that any amendment to a report required to be accompanied by the certifications specified in Rule 13a-14 or 15d-14 of the Exchange Act must be accompanied by new certifications of the principal executive officer and principal financial officer. These certifications are therefore also included as Exhibits 31.1, 31.2, 31.3, 32.1 and 32.2.

Except for the corrections described above, this Amendment No. 1 on Form 10-K/A does not modify any disclosures contained in the Initial 10-K Filing. Additionally, this does not attempt to update the disclosures in our Initial 10-K Filing or to discuss any developments subsequent to the date of the initial filing. In accordance with the rules and regulations of the Securities and Exchange Commission, the information contained in the Initial 10-K Filing and this amendment is subject to updated or supplemental information contained in reports filed by us with the Securities and Exchange Commission subsequent to the filing dates of the Initial 10-K Filing and this amendment.

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NEW YORK MORTGAGE TRUST, INC.

FORM 10-K/A

For the Fiscal Year Ended December 31, 2005

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PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters

Our common stock is traded on the New York Stock Exchange under the trading symbol "NTR". As of March 1, 2006, we had 17,953,674 shares of common stock outstanding, and as of March 6, 2006, there were 88 holders of record. This figure does not reflect the beneficial ownership of shares held in nominee name.

The following table sets forth, for the periods indicated, the high, low and quarter end closing sales prices per share of common stock on the NYSE and the cash dividends paid or payable per share of common stock.

| | Common Stock Prices | | | Cash Dividends | | |
|-------------------------------------|---------------------|---------|---------|----------------|-----------------|------------------|
| | High | Low | Close | Declared | Paid or Payable | Amount per Share |
| Year Ended December 31, 2005 | | | | | | |
| Fourth quarter | \$ 7.50 | \$ 5.51 | \$ 6.62 | 12/09/05 | 1/26/06 | \$ 0.21 |
| Third quarter | 9.20 | 7.00 | 7.47 | 9/26/05 | 10/26/05 | 0.21 |
| Second quarter | 10.23 | 9.04 | 9.07 | 6/02/05 | 07/26/05 | 0.25 |
| First quarter | 11.30 | 9.90 | 10.22 | 03/11/05 | 04/26/05 | 0.25 |

| | Common Stock Prices | | | Cash Dividends | | |
|-------------------------------------|---------------------|---------|----------|----------------|-----------------|------------------|
| | High | Low | Close | Declared | Paid or Payable | Amount per Share |
| Year Ended December 31, 2004 | | | | | | |
| Fourth quarter | \$ 11.34 | \$ 8.90 | \$ 11.20 | 12/16/04 | 1/26/05 | \$ 0.24 |
| Third quarter | 9.90 | 8.55 | 9.35 | 9/16/04 | 10/26/04 | 0.16 |
| Second quarter | 9.15 | 8.69 | 8.86 | (1) | (1) | (1) |

(1) The Company closed its IPO on June 29, 2004. As a result, no dividend for the two days of the quarter ended June 30, 2004 was declared or paid.

In order to qualify for the tax benefits accorded to a REIT under the Code, we intend to pay quarterly dividends such that all or substantially all of our taxable income each year (subject to certain adjustments) is distributed to our stockholders. All of the distributions that we make will be at the discretion of our Board of Directors and will depend on our earnings and financial condition, maintenance of REIT status and any other factors that the Board of Directors deems relevant.

During 2005, taxable dividend distributions for the Company's common stock were \$0.95 per share. The Company's common stock is currently listed under the CUSIP #649604-10-5 and trades under the NYSE ticker symbol NTR. For tax reporting purposes, the 2005 taxable dividend distributions will be classified as follows: \$0.81532 as ordinary income and \$0.13468 as a return of capital. The following table contains this information on a quarterly basis.

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| Declaration Date | Record Date | Payment Date | Cash Distribution per share | Income Dividends | Short-term Capital Gain | Total Taxable Ordinary Dividend | Return of Capital |
|-------------------------------|-------------|--------------|-----------------------------|------------------|-------------------------|---------------------------------|-------------------|
| 12/16/04 | 1/6/05 | 1/26/05 | \$ 0.24 | \$ 0.21558 | \$ 0.02076 | \$ 0.23634 | \$ 0.00366 |
| 3/11/05 | 4/6/05 | 4/26/05 | \$ 0.25 | \$ 0.18931 | \$ 0.03005 | \$ 0.21936 | \$ 0.03064 |
| 6/2/05 | 7/14/05 | 7/26/05 | \$ 0.25 | \$ 0.15421 | \$ 0.07059 | \$ 0.22480 | \$ 0.02520 |
| 9/26/05 | 10/6/05 | 10/26/05 | \$ 0.21 | \$ 0.13482 | \$ - | \$ 0.13482 | \$ 0.07518 |
| Total 2005 Cash Distributions | | | \$ 0.95 | \$ 0.69392 | \$ 0.12140 | \$ 0.81532 | \$ 0.13468 |

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The Company has not purchased any of its registered equity securities in the twelve months ended December 31, 2005.

Securities Authorized for Issuance Under Equity Compensation Plans