

UDR, Inc.
Form DEFA14A
March 27, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

UDR, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 16, 2019.

UDR,
Inc.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 18, 2019

Date: May 16, 2019 Time: 10:00 a.m., Local Time

Location: Hermitage Hotel Nashville

231 6th Avenue North

Nashville, TN 37219

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy
Materials

Proxy Materials
Available to
VIEW or
RECEIVE:

NOTICE AND PROXY STATEMENT FORM
10-K SHAREHOLDER LETTER

How to View Online:

Have the information that is printed in the box
marked by the arrow (located on the following
page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL
Copy:

If you want to receive a paper or e-mail copy of these
documents, you must request one. There is NO
charge for requesting a copy. Please choose one of
the following methods to make your request:

1) BY INTERNET: www.proxyvote.com

2) BY TELEPHONE: 1-800-579-1639

3) BY

E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a
blank e-mail with the information that is printed in
the box marked by the arrow (located on the
following page) in the subject line.

Requests, instructions and other inquiries sent to this
e-mail address will NOT be forwarded to your
investment advisor. Please make the request as
instructed above on or before May 2, 2019 to

facilitate timely delivery.

— How To Vote —

Please Choose One of the
Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote "FOR" each of the nominees listed in Item 1:

The Board of Directors recommends that you vote "FOR" Items 2, and 3:
2. To ratify the appointment of Ernst & Young LLP to serve as independent registered public accounting firm for the year ending December 31, 2019.

ELECTION OF
1 DIRECTORS

Nominees:

- 1a. Katherine A. Cattanach
- 1b. Jon A. Grove
- 1c. Mary Ann King
- 1d. James D. Klingbeil
- 1e. Clint D. McDonnough
- 1f. Robert A. McNamara
- 1g. Mark R. Patterson
- 1h. Thomas W. Toomey

- 3. Advisory vote to approve named executive officer compensation.
- 4. To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

