

UDR, Inc.  
Form DEFA14A  
March 28, 2017

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

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SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

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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 11, 2017.

UDR,  
Inc.

Meeting Information

Meeting Type: Annual Meeting  
For holders as of: March 20, 2017  
Date: May 11, 2017 Time: 10:00 a.m., Local Time  
Location: Hotel Teatro  
1100 14<sup>th</sup> Street  
Denver, CO 80202

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](http://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.

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— 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](http://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](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY  
E-MAIL\*: [sendmaterial@proxyvote.com](mailto: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 April 27, 2017  
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](http://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.

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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:

1. ELECTION OF DIRECTORS

2. To ratify the appointment of Ernst & Young LLP to serve as independent registered public accounting firm for the year ending December 31, 2017.

Nominees:

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

3. Advisory vote to approve named executive officer compensation.

The Board of Directors recommends that you vote for a "1 YEAR" frequency in Item 4:

4. Advisory vote on the frequency of holding an advisory vote on executive compensation.

5. To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

