

**Section 1: 8-K (8-K)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): May 16, 2019**

**UDR, Inc.**

(Exact name of registrant as specified in its charter)

<b>Maryland</b> (State or other jurisdiction of incorporation)	<b>1-10524</b> (Commission File Number)	<b>54-0857512</b> (I.R.S. Employer Identification No.)
<b>1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado</b> (Address of principal executive offices)		<b>80129</b> (Zip Code)

**Registrant's telephone number, including area code: (720) 283-6120**

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	UDR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to



**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Stockholders (the “Annual Meeting”) on May 16, 2019. At the Annual Meeting, the Company’s stockholders voted on the election of eight nominated directors to serve for the ensuing year, a proposal to ratify the appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2019, and a resolution to approve, on an advisory basis, the compensation of the Company’s named executive officers.

As of March 18, 2019, the record date for the Annual Meeting, there were 281,178,352 shares of the Company’s common stock, 2,780,994 shares of its Series E preferred stock, and 15,797,155 shares of its Series F preferred stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting. At the Annual Meeting, all of the eight directors were elected and all of the matters submitted for approval were approved. Set forth below are the final voting results for each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting.

1. At the Annual Meeting, the Company’s stockholders elected, by the vote indicated below, the following eight persons as directors of the Company, each to serve as such until the Company’s annual meeting of stockholders to be held in 2020, or until his or her respective successor is duly elected and qualified:

<b>Name</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Katherine A. Cattanach	232,734,703	10,244,897	112,530	13,879,036
Jon A. Grove	237,731,242	5,255,529	105,359	13,879,036
Mary Ann King	240,935,823	2,055,615	100,692	13,879,036
James D. Klingbeil	223,458,464	19,522,758	110,908	13,879,036
Clint D. McDonnough	241,011,646	1,977,454	103,030	13,879,036
Robert A. McNamara	241,225,447	1,753,369	113,314	13,879,036
Mark R. Patterson	238,979,585	4,006,122	106,423	13,879,036
Thomas W. Toomey	227,401,486	12,476,945	3,213,699	13,879,036

2. At the Annual Meeting, the stockholders approved the proposal to ratify the appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2019, by the votes indicated below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
222,284,909	34,543,620	142,637	N/A

3. At the Annual Meeting, the stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s Proxy Statement for the Annual Meeting pursuant to the compensation disclosure rules of the Securities and Exchange Commission, by the votes indicated below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
225,938,965	16,796,249	356,916	13,879,036



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UDR, Inc.

*May 21, 2019*

By: /s/ Joseph D. Fisher  
Joseph D. Fisher  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)



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