

UDR, Inc.  
Form 8-K  
August 23, 2016

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): August 16, 2016

UDR, Inc.  
United Dominion Realty, L.P.  
(Exact name of registrant as specified in its charter)

|  |                             |   |
|--|-----------------------------|---|
| Maryland (UDR, Inc.)   | 1-10524                     | 54-0857512                              |
| Delaware (United Dominion Realty, L.P.)                            | 333-156002-01               | 54-1776887                              |
| (State or other jurisdiction<br>of incorporation)                  | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| 1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado       |                             | 80129                                   |
| (Address of principal executive offices)                           |                             | (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))
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Item 8.01 Results of Operations and Financial Condition.

On August 23, 2016, UDR, Inc., a Maryland corporation (the “Company”), issued \$300,000,000 aggregate principal amount of the Company’s 2.950% Medium-Term Notes, Series A due 2026, which are fully and unconditionally guaranteed by United Dominion Realty, L.P. (the “Notes”). On August 16, 2016, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of Morrison & Foerster LLP.                           |
| 23.1        | Consent of Morrison & Foerster LLP (included in Exhibit 5.1). |
| 99.1        | Press release, dated August 16, 2016.                         |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

UDR, Inc.

August 23, 2016 By: /s/ Shawn G. Johnston  
Name: Shawn G. Johnston  
Title: Vice President and Chief Accounting Officer

United Dominion Realty, L.P.  
By: UDR, Inc., its general partner

By: /s/ Shawn G. Johnston  
Name: Shawn G. Johnston  
Title: Vice President and Chief Accounting Officer

Exhibit Index

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- |      |   |
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