

UNITED DOMINION REALTY L P  
Form 8-K  
August 16, 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 of incorporation)	(Commission File Number)	(I.R.S. Employer 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. Other Events.

U.S. Federal Income Tax Considerations

The information included in this Current Report on Form 8-K under this heading “U.S. Federal Income Tax Considerations” and in Exhibit 99.1 hereto supersedes and replaces, in its entirety: (i) the disclosure under the heading “U.S. Federal Income Tax Considerations” in the prospectus dated July 29, 2014, which is part of UDR, Inc.’s and United Dominion Realty, L.P.’s Registration Statement on Form S-3 (File Nos. 333-197710 and 333-197710-01), as amended by Post-Effective Amendment No. 1 thereto; and (ii) the disclosure included in Exhibit 99.1 to UDR, Inc.’s and United Dominion Realty, L.P.’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2016.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 U.S. Federal Income Tax Considerations

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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.

Date: August 16, 2016 By: /s/ Warren L. Troupe  
Name: Warren L. Troupe  
Title: Senior Executive Vice President

United Dominion Realty, L.P.

By: UDR, Inc., its general partner  
Date: August 16, 2016 By: /s/ Warren L. Troupe  
Name: Warren L. Troupe  
Title: Senior Executive Vice President

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Exhibit Index

Exhibit No. Description

99.1 U.S. Federal Income Tax Considerations