

**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): October 3, 2025**

**UDR, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation)

**1-10524**

(Commission  
File Number)

**54-0857512**

(I.R.S. Employer  
Identification No.)

**1745 Shea Center Drive, Suite 200,  
Highlands Ranch, Colorado**

(Address of principal executive offices)

**80129**

(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 Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Director*

On October 3, 2025, Richard B. Clark was appointed to the Board of Directors (the “Board”) of UDR, Inc. (the “Company”), effective October 3, 2025. There are no arrangements or understandings between Mr. Clark and any other persons regarding his appointment to the Board. Pursuant to the Company’s Amended and Restated Bylaws, the number of directors on the Board was increased from eight to nine by resolution adopted by the Board prior to Mr. Clark’s appointment. In addition, the Board appointed Mr. Clark to serve on the Nominating and Governance Committee of the Board and the Audit and Risk Management Committee of the Board.

Mr. Clark is an independent director as defined under the listing standards of the New York Stock Exchange. There are no related person transactions, within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission between Mr. Clark and the Company or any of its subsidiaries.

In connection with his appointment, Mr. Clark will be eligible for compensation under the Company’s independent director compensation program. Under the program, each independent director (other than the Lead Independent Director) receives an annual retainer fee of \$80,000 as well as an annual grant of \$200,000 in value of shares of restricted stock, Class 1 LTIP Units or Class 1 Performance LTIP Units. Each independent director has the option to receive the cash portion of his or her compensation in cash, in restricted stock, in Class 1 LTIP Units, in Class 1 Performance LTIP Units or in a combination thereof. Given the timing of his appointment to the Board, Mr. Clark will receive a prorated portion of the compensation provided for under the independent director program. The Company will enter into an indemnification agreement with Mr. Clark in the form of the Company’s standard form of indemnification agreement.

The Company’s press release announcing the appointment of Mr. Clark is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Ex. No.</u>	<u>Description</u>
99.1	<a href="#">Press Release</a> .
104	Cover Page Interactive Data File – The cover page XBRL tags are embedded within the Inline XBRL document

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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.

October 7, 2025

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

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## UDR, Inc. Appoints Richard B. Clark to Board of Directors

**DENVER, CO., October 7, 2025** – UDR, Inc. (the “Company”) (NYSE: [UDR](#)), a leading multifamily real estate investment trust, announced today the appointment of Richard “Ric” B. Clark to its Board of Directors, effective October 3, Mr. Clark will serve as an independent director and has been appointed to the Nominating and Governance Committee and the Audit and Risk Management Committee. His appointment, which follows the departure of two long-tenured directors earlier in 2025, was executed under the Board of Directors’ long-term succession plan with respect to director refreshment and expands the Company’s Board to nine members.

“We are delighted to welcome Ric to UDR’s Board,” said Tom Toomey, UDR’s Chairman, President, and Chief Executive Officer. “Ric is a highly accomplished real estate executive with a proven ability to raise capital, invest strategically, and oversee the management of human capital. His experience growing and leading one of the world’s largest and most respected real estate companies will further support the long-term success of the Company.”

Mr. Clark has more than four decades of real estate investment and capital markets experience. From 1984 to 2021, Mr. Clark served Brookfield Corporation and its predecessors in various senior leadership roles including Chairman and Chief Executive Officer of Brookfield Property Group, Brookfield Property Partners, and Brookfield Office Properties. Under his leadership, Brookfield’s real estate group grew its assets under management from \$5 billion to more than \$200 billion and expanded its capabilities beyond the office sector into multifamily, industrial, hotel, and retail. Subsequently, Mr. Clark founded Burnside Investments, a private investment company, and co-founded WatermanClark, a vertically integrated real estate investment and operating company. Mr. Clark previously served on the boards of General Growth Properties and Rouse Properties. He holds a Bachelor of Science in Business from the Indiana University of Pennsylvania.

Ferguson Partners, a firm specializing in board and executive recruitment in the REIT industry, advised UDR on the appointment of Mr. Clark.

### **About UDR, Inc.**

UDR, Inc. (NYSE: [UDR](#)), an S&P 500 company, is a leading multifamily real estate investment trust with a demonstrated performance history of delivering superior and dependable returns by successfully managing, buying, selling, developing and redeveloping attractive real estate properties in targeted U.S. markets. As of June 30, 2025, UDR owned or had an ownership position in 60,535 apartment homes, including 300 apartment homes under development. For over 53 years, UDR has delivered long-term value to shareholders, the best standard of service to residents and the highest quality experience for associates.

### **Contact: UDR, Inc.**

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