

UDR, Inc.  
Form 8-K  
May 03, 2012

**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**

For the fiscal year ended December 31, 2011

**Date of report (Date of earliest event reported): May 2, 2012**

**Commission file number 1-10524 (UDR, Inc.)**

**Commission file number 333-156002-01 (United Dominion Realty, L.P.)**

**UDR, INC.**

**United Dominion Realty, L.P.**

(Exact name of registrant as specified in its charter)

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| <b>Maryland (UDR, Inc.)</b>   | <b>54-0857512</b>  |
| <b>Delaware (United Dominion Realty, L.P.)</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>54-1776887</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129</b>   |  |
| (Address of principal executive offices) (zip code)   |  |
| <b>Registrant's telephone number, including area code: (720) 283-6120</b>   |  |

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))

**ITEM 8.01. Other Events**

UDR, Inc. ( UDR or the Company ) and its subsidiary United Dominion Realty, L.P. (the Operating Partnership ) are re-issuing, in an updated format, their historical consolidated financial statements for the fiscal years ended December 31, 2011, 2010, and 2009, in connection with the requirements of generally accepted accounting principles ( GAAP ). GAAP provisions require, among other things, that the primary assets and liabilities and the results of operations of the Company s real properties which have been sold or are held for sale, be classified as discontinued operations and segregated in the Company s Consolidated Statements of Operations and Balance Sheets. In compliance with GAAP, the Company has presented the net operating results and the assets and liabilities of those properties sold or classified as held for sale through March 31, 2012, as discontinued operations for all periods presented. Under SEC requirements, the same reclassification of continuing and discontinued operations as prescribed by GAAP is required for all previously issued annual financial statements for each of the three years shown in the Company s last Annual Report on Form 10-K, if those financials are incorporated by reference in subsequent filings with the SEC made under the Securities Act of 1933, even though those financial statements relate to periods prior to the date of the reclassification. This reclassification has no effect on the Company s reported stockholders equity, cash flows or net income available to common stockholders.

This Current Report on Form 8-K updates Items 6, 7, 8 and 15 (Exhibit 12), of the Company s Annual Report on Form 10-K for the year ended December 31, 2011 (the Form 10-K ), to reflect the primary assets and liabilities and the results of operations of the Company s real properties which have been sold prior to March 31, 2012 or are held for sale at March 31, 2012, as discontinued operations. The updated financial information is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference. All other items of the Company s and the Operating Partnership s Form 10-K remain unchanged. No attempt has been made to update matters in the Form 10-K except to the extent expressly provided above.

**ITEM 9.01. Financial Statements and Exhibits**

## (d) Exhibits

| Exhibit No. | Description   | Page Number |
|-------------|---|-------------|
| 23.1        | Consent of Independent Registered Public Accounting Firm  |             |
| 23.2        | Consent of Independent Registered Public Accounting Firm  |             |
| 99.1        | Updated financial information for the years ended December 31, 2011, 2010, and 2009                     |             |
|             | Index To Exhibit 99.1   |             |
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|             | Management s Discussion and Analysis of Financial Condition and Results of Operations                   | 4           |
|             | Financial Statements and Supplementary Data   | 33          |
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|             | UDR, Inc. Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends      | 117         |
|             | United Dominion Realty, L.P. Computation of Ratio of Earnings to Fixed Charges                          | 118         |

**SIGNATURES**

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

Date: May 2, 2012

UDR, Inc.

By: /s/ David L. Messenger  
David L. Messenger  
Senior Vice President & Chief Financial Officer

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**EXHIBIT INDEX**

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|             | Selected Financial Data  | 6           |
|             | Management's Discussion and Analysis of Financial Condition and Results of Operations                    | 9           |
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