

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

UMH Properties, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing
 - (1) Amount previously paid:
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 - (3) Filing Party:
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UMH PROPERTIES, INC.

**SUPPLEMENT TO PROXY STATEMENT DATED APRIL 16, 2021
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 16, 2021**

This supplement (this “Supplement”) amends and supplements the Notice of 2021 Annual Meeting of Shareholders and Proxy Statement of UMH Properties, Inc. (the “Company”), dated April 16, 2021 (the “Proxy Statement”), provided to shareholders in connection with the Company’s 2021 Annual Meeting of Shareholders to be held on June 16, 2021. This Supplement is being filed with the Securities and Exchange Commission and is being made available to shareholders on or about April 30, 2021.

This Supplement updated the disclosure in the Proxy Statement relating to the effect of abstentions on “Proposal 3 - an amendment to the Amended and Restated 2013 Incentive Award Plan” (“Proposal 3”). Under the Company’s Amended and Restated Bylaws (the “Bylaws”) and Maryland General Corporation Law (the “MGCL”), the approval of Proposal No. 3 requires the affirmative vote of a majority of votes cast for such proposal by shareholders at a meeting of shareholders duly called and at which a quorum is present. Abstentions are not considered votes cast under the MGCL. However, shareholder approval is required for Proposal No. 3 under the listing rules of the New York Stock Exchange (“NYSE”), and NYSE guidance provides that the minimum vote that constitutes approval for such purposes is the number of votes cast in favor of the proposal exceeding the aggregate of votes cast against the proposal plus abstentions. Therefore, pursuant to such NYSE guidance, an abstention will have the same effect as a vote “AGAINST” Proposal No. 3.

Except as specifically supplemented by the information contained herein, all information set forth in the Proxy Statement remains unchanged. From and after the date of this Supplement, all references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information and this Supplement should be read in conjunction with the Proxy Statement.