

NVR INC  
Form DEFA14A  
April 27, 2012

**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
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material

Confidential, For Use of the Commission Only  
(as permitted by Rule 14a-6(e) (2))

Pursuant to Section 240.14a-12

**NVR, Inc.**

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(Name of Registrant as Specified in Its Charter)

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

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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

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During 2011, Mr. Alfred E. Festa, who is the Chairman and Chief Executive Officer of W.R. Grace ( Grace ), attended fewer than 75% of the meetings of our Board and the Board committees on which he serves. Mr. Festa serves on the Audit Committee, the Nominating Committee and the Qualified Legal Compliance Committee. The Audit Committee and the Nominating Committee, as well as the full Board, held meetings on February 22, 2011, and Mr. Festa was unable to attend any of these meetings due to an illness. The Board of Directors and all three committees on which Mr. Festa serves also held meetings on November 3, 2011. Mr. Festa was unable to attend these meetings because they conflicted with a previously scheduled meeting of Grace s board of directors. Mr. Festa has been a director of NVR since December 1, 2008, and prior to 2011, never missed a meeting of NVR s Board or any committee on which he served.

In the Board s consideration to unanimously recommend that the shareholders vote **FOR** Mr. Festa as a director, the Board concluded that Mr. Festa s 2011 absences were unavoidable and further considered Mr. Festa s exemplary track record and significant contributions made to NVR since joining our Board in 2008.