

NVR INC  
Form DEFA14A  
April 21, 2010

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**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 Rule 14a-11(c) or Rule 14a-12

NVR, 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:

(5) Total fee paid:

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:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:



**AMENDMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD  
ON MAY 4, 2010**

This document is an Amendment to our Proxy Statement filed March 19, 2010 ( Proxy Statement ) with the Securities and Exchange Commission in connection with our Annual Meeting of Shareholders to be held on May 4, 2010 at our corporate headquarters at 11700 Plaza America Drive, Suite 500, Reston, VA 20190, at 11:30 A.M. Eastern time.

**EXPLANATORY STATEMENT**

This amendment to the Proxy Statement is being filed to correct a clerical error in the first paragraph under the caption

General on page 55 of the Proxy Statement, and to provide on page 54 of the Proxy Statement the number of stock options available for future grants under an existing equity plan as of March 5, 2010.

In the section captioned General on page 55 of the Proxy Statement, describing the proposed 2010 Equity Incentive Plan, the second sentence incorrectly states that [o]f the 700,000 aggregate Shares, up to 40%, or 280,000, may be granted in the form of time-vested restricted share units. The sentence is amended to read that [o]f of the 700,000 aggregate Shares, up to 240,000 may be granted in the form of time-vested restricted share units. The amendment conforms the sentence to the 240,000 time-vested restricted share unit limit set forth on p.9 of the proposed plan, which is included in the Proxy Statement as Appendix D.

On page 54, in the first paragraph under the caption Additional Equity Plan Information, the following sentence is added after the first sentence: Also as of March 5, 2010, there were 121,354 stock options available for future grants under an existing stock option plan.