

BRG DEFA14A 1/16/2014

Section 1: DEFA14A (DEFA14A)

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

Bluerock Residential Growth REIT, 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: _____



Time is Running Out..... Every Vote Counts!

If you have not voted, please vote today.

Voting is quick and easy. We encourage you to vote now so we can avoid additional costs associated with soliciting your vote.

You have 5 convenient ways to participate in the January 23rd Special Meeting of Stockholders of Bluerock Residential Growth REIT, Inc. (the "Company")

1. Call to Speak with a Live Agent 1-855-800-9419

For your convenience, you may call our toll free number Monday through Friday (9 a.m. to 6 p.m. EST) to speak with a live agent who can assist in registering your vote.

2. Vote by Mail

Please mail your **signed** proxy voting card(s) in the **RE-USABLE** postage-paid **OVERNIGHT** envelope.

3. Vote by Touch Tone Phone at 1-866-977-7699

Please call the toll-free number printed above and follow the recorded instructions. The service is available 7 days a week, 24 hours a day. Please note that for telephone voting you will need your control number, which is located on the enclosed proxy voting card, and the last four digits of the primary stockholder's social security number or tax identification number.

4. Vote By Internet

Please visit www.eproxyvote.com/bluerock and follow the online instructions. Please note that for internet voting you will need your control number, which is located on the enclosed proxy voting card, and the last four digits of the primary stockholder's social security number or tax identification number.

5. Fax Your Vote

You may fax your **signed** proxy voting card(s) to 1-781-633-4036 to ensure a timely receipt of your vote. **Be sure to include both sides of the proxy voting card(s).**

FOR TELEPHONE AND INTERNET VOTING, YOUR VOTE MUST BE RECEIVED NO LATER THAN 5:00 P.M., EASTERN TIME, ON JANUARY 22, 2014 TO BE COUNTED FOR THE SPECIAL MEETING.

If you have already voted, thank you for your response. If you have any further questions, please contact our Proxy Solicitor, Boston Financial Data Services, toll free at 1-855-800-9419. In addition, all proxy materials are conveniently available online at www.eproxyvote.com/bluerock

We appreciate your continued interest and support of the Company and encourage you to vote today.

Sincerely,

Bluerock Residential Growth REIT, Inc.

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