
**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

Clipper Realty 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 paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(4) and 0-11
-

Your **Vote** Counts!

CLIPPER REALTY INC.

2023 Annual Meeting

Vote by June 14, 2023

11:59 PM ET

CLIPPER REALTY INC.
4611 TWELFTH AVENUE, SUITE 1L
BROOKLYN, NY 11219



You invested in CLIPPER REALTY INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 15, 2023.**

Get informed before you vote

View the Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 01, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

June 15, 2023
11:00 AM EDT

Clipper Realty Inc.
4611 Twelfth Avenue, Suite 1L
Brooklyn, New York 11219

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) David Bistricher 04) Robert J. Ivanhoe 07) Richard N. Burger 02) Sam Levinson 05) Roberto A. Verrone 03) Howard M. Lorber 06) Harmon S. Spolan	✔ For
2. The ratification of the appointment of PKF O'Connor Davies, LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	✔ For
3. Advisory (non-binding) vote on the compensation of our named executive officers.	✔ For
4. Advisory (non-binding) vote on the frequency of holding future advisory votes on the compensation of our named executive officers.	3 Years
NOTE: In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any continuations, postponements or adjournments thereof.	

