



UPS Deferred Compensation Plan

Summary Plan Description/ Prospectus

For the 2005 and Beyond Salary Deferral Feature

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Rules Governing Salary Deferrals

This communication summarizes the **2005 and Beyond Salary Deferral Feature** for the UPS Deferred Compensation Plan, as it is in effect beginning January 1, 2012 with respect to salary deferrals on and after January 1, 2005. For the rules governing salary and stock option deferrals made prior to January 1, 2005, you must refer to the **2004 Summary Plan Description**. A copy of the **2004 Summary Plan Description** may be obtained on the Plan website at <http://upssavings.voya.com> or from the Corporate Retirement Department.

This document constitutes part of the official prospectus covering securities that have been registered under the Securities Act of 1933.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities offered by this prospectus or determined that this prospectus is accurate or complete.

Any representation to the contrary is a criminal offense.



A Stable Value fund is being added to the investment lineup

Following a recent review of the investment lineup, a Stable Value fund is being added as a new short-term investment option.

How the Stable Value Fund fits into the investment lineup

The Stable Value Fund is a new option in the investment lineup's Short-Term category. Stable value focuses on capital preservation, liquidity and steady, positive returns. The potential returns of a stable value fund will be similar to a short duration bond fund while the risk characteristics will be similar to a money market fund.

| CORE FUNDS |
|--|
| Short-Term |
| Government Short-Term Investment Fund |
| Stable Value Fund (<i>new</i>) |
| Short-Term Bond Index Fund (<i>will close</i>) |

See reverse side for details on the full investment lineup.

The Stable Value Fund offers lower potential returns compared to stock funds, but includes a special type of insurance that keeps the fund's share price and interest rate stable regardless of what's happening in the financial markets. This insured safety is why the fund charges a higher fee than the fund it's replacing.

Equity Wash Restriction: Participants who invest in the Stable Value Fund will be prohibited from directing investments into the Government Short-Term Investment Fund without first investing in a non-competing fund for at least ninety (90) days. *Non-competing funds are investments with a time horizon greater than three or more years.*

Why the new fund?

There continues to be a lot of economic uncertainty these days. Rising inflation, talk of a possible recession and lingering effects from the pandemic are just a few of the conditions creating volatility in the financial markets. Having a portion of your savings invested in short-term funds may help to smooth out some of this volatility.

A diversified portfolio helps to manage risk

It's important to invest your savings in a well-diversified mix of funds across different asset classes — short-term, bond, multi-asset and stock. Asset classes tend to perform differently from one another at any given time, so a diversified portfolio may help to decrease risk and increase your investment return potential. Keep in mind that diversification does not ensure a profit or protect against losses in a declining market. *If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified.*

You can create your own diversified portfolio by selecting a mix of core funds. For a simpler approach, choose a single Target Date Fund with the date closest to when you expect to retire and direct all of your savings into that one fund. Each Target Date Fund is diversified across multiple asset classes, including short-term and bond.

What's changing?

- The new **Stable Value Fund** will be added to the investment lineup after 4 p.m. ET on August 18, 2023.
- The **Stable Value Fund** will replace the **Short-Term Bond Index Fund**.
- **If you are invested in the Short-Term Bond Index Fund**, your balance will automatically transfer into the Stable Value Fund after 4 p.m. ET on August 18, 2023. You do not have to do anything. *If you do not want your balance to transfer into the Stable Value Fund, you must transfer your balance into another fund (or funds) before 4 p.m. ET on August 18, 2023.*
- The Stable Value Fund will be available for direct investing after 8 a.m. ET on August 21, 2023.

(continued on reverse side)

Investment Lineup *(Effective after 4 p.m. ET on August 18, 2023)*

| TARGET DATE FUNDS | CORE FUNDS |
|--|---|
| Multi-Asset Bright Horizon Income Fund Bright Horizon 2020 Fund Bright Horizon 2025 Fund Bright Horizon 2030 Fund Bright Horizon 2035 Fund Bright Horizon 2040 Fund Bright Horizon 2045 Fund Bright Horizon 2050 Fund Bright Horizon 2055 Fund Bright Horizon 2060 Fund Bright Horizon 2065 Fund | Short-Term Government Short-Term Investment Fund Stable Value Fund <i>(new)</i> Short-Term Bond Index Fund <i>(will close*)</i> |
| | Bond U.S. Bond Index Fund |
| | Multi-Asset Strategic Real Asset Fund |
| | Stock U.S. Large Cap Equity Index Fund U.S. Small/Mid Cap Equity Index Fund International Developed Country Equity Index Fund MSCI Emerging Markets Index Fund UPS Stock Fund |

*** The Short-Term Bond Index Fund will be closed and replaced by the Stable Value Fund.** If you are invested in the Short-Term Bond Index Fund, your balance — and any investment election for future contributions — will automatically transfer to the Stable Value Fund. If you do not want your Short-Term Bond Index Fund balance automatically moved into the Stable Value Fund, you must transfer your balance into another fund (or funds) before 4 p.m. ET on August 18, 2023.

Need more information?

For details on all of your investment options, log into your account at upssavings.voya.com and scroll down to the **Account List**. Click on the **Plan name** and visit the **Savings & Investments** section.

If you have questions or need help, call the Information Line at **800-541-6154**. Participant Services Representatives are available Monday through Friday, from 8 a.m. to 8 p.m. ET, except on days the New York Stock Exchange is closed.

If you are no longer actively employed at UPS and would like to add an email address to your profile; please call the Information Line and speak with a Participant Services Representative.



upssavings.voya.com



Voya Retire



800-541-6154



Target Date funds target a certain date range for retirement, or the date the investor plans to start withdrawing money. Investors can select the fund that corresponds to their target date. They are designed to rebalance to a more conservative approach as the date nears. An investment in the Target Date fund is not guaranteed at any time, including on or after the target date.

Note: All UPS employees must comply with the UPS Insider Trading Compliance Program Guidelines. It is the UPS employee's responsibility to understand which trading group he/she belongs to prior to transacting. UPS employees in Trading Groups 2,3 and 4 need to verify that the trading window is open before making any transactions in UPS stock. Employees in Trading Groups 3 and 4 must have transactions pre-cleared. It is expected that the trading window will open after the first full day of trading after each quarterly release of earnings and will close at the end of the second month of each quarter.

Summary of Material Modifications (SMM) for the UPS Deferred Compensation Plan As of May 15, 2018

The following are changes made after the October 1, 2015 SMM.

Global Diversified Asset Fund

Due to similarities in investment styles between the Global Diversified Asset Fund and the Bright Horizon Target Date Funds and in order to streamline the fund lineup, the Global Diversified Asset Fund will be removed from the Plan lineup effective May 15, 2018. The balances in the fund will be transferred to the participant's age-appropriate Bright Horizon Target Date Fund and all future investment elections will be directed to the age-appropriate Bright Horizon Fund.

U.S. Small/Mid Cap Equity Index Fund

The Russell 2000 Index Fund and the S&P 400 Midcap Index Fund invest in similar market segments, thus giving them similar risk and return profiles. In order to streamline this category these funds will be replaced by the U.S. Small/Mid Cap Equity Index Fund. Balances in the Russell 2000 Index Fund and the S&P 400 Midcap Index Fund will automatically transfer to the U.S. Small/Mid Cap Equity Index Fund and all future election will be direct to the fund. The fund is managed by BlackRock.

U.S. Bond Index Fund

The U.S. Bond Index Fund will replace the U.S. Diversified Bond Fund. This index fund seeks to track the performance, before fees and expenses, of the Bloomberg Barclays U.S. Aggregate Bond Index, which is a benchmark for the overall U.S. bond market. All assets in and investment elections for future contributions in the U.S. Diversified Bond Fund will be transferred to the U.S. Bond Index Fund. The fund is managed by BlackRock.

U.S. Large Cap Equity Index Fund

The S&P 500 Equity Index Fund will be renamed the U.S. Large Cap Equity Index Fund. The fund's investment strategy, objective and benchmark all remain the same. The fund is managed by BlackRock.

Government Short-Term Investment Fund

The fund is managed by BlackRock.

International Developed Country Equity Index Fund

The fund is managed by BlackRock.

MSCI Emerging Markets Index Fund

The fund is managed by BlackRock.

Summary of Material Modifications (SMM) for the UPS Deferred Compensation Plan As of October 1, 2015

The following are changes made after the September 1, 2012 Summary Plan Description.

May 2, 2014

US Diversified Bond Fund

The Bond Market Index Fund was replaced in the fund line up by the US Diversified Bond Fund. All assets in the Bond Market Index Fund were transferred into the US Diversified Bond Fund and all future contributions will also be directed into this fund. Rather than investing in the same securities as the Barclays US Aggregate Bond Index Fund, the new fund uses a strategic modification of the Index. The percentages of different types of bonds and credit quality have been altered in an effort to better manage certain risks associated with bond investing, particularly in a rising interest rate environment.

September 1, 2014

Record keeper Rebranding and Account Access Updates

ING Institutional Plan Services, LLC was rebranded Voya Institutional Plan Services, LLC effective September 1, 2014. Two account access points were updated as a result: the Plan website **<http://upssavings.ingplans.com>** became **<http://upssavings.voyaplans.com>** and the mobile app **ING Retire** transitioned to **Voya Retire**. The Information Line **1-800-541-6154** remains the same.

March 31, 2015

Bright Horizon 2010 Fund

Effective March 31, 2015 the Bright Horizon 2010 Fund was closed and all assets were moved to the Bright Horizon Income Fund. The Bright Horizon Income Fund is the most conservative fund in the Bright Horizon family of funds. This fund will maintain a mix of 65 percent bonds and 35 percent equities.

Bright Horizon 2060 Fund

Effective March 31, 2015 the Bright Horizon 2060 Fund was added to the Plan's investment line-up. This is the most aggressive fund in the Bright Horizon family of funds. The Bright Horizon 2060 Fund seeks maximum long-term growth. With the beginning asset mix entirely invested in stocks for long-term growth potential. Over time, the Fund will become more conservative by decreasing its stock holdings and adding bond exposure. As the year 2060 gets closer, the stock portion of the Fund decreases and the bond and cash portions increase. In the year 2065, the Fund will be mapped into the Bright Horizon Income Fund.

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UPS Deferred Compensation Plan

Summary Plan Description/Prospectus

FOR THE 2005 AND BEYOND SALARY DEFERRAL FEATURE

Plan Description

Q. What is the UPS Deferred Compensation Plan?

A. The 2005 and Beyond Salary Deferral Feature for the UPS Deferred Compensation Plan, as amended and restated effective January 1, 2012 (the "Plan"), is a non-qualified plan that has been established to allow you to defer:

- Up to 35 percent of your monthly or semi-monthly compensation;
- Up to 100 percent of the cash portion of your Management Incentive Program ("MIP") award or the International Management Incentive Program ("IMIP") award; and
- 100 percent of any UPS 401(k) Savings Plan (the "401(k) Plan") Average Deferral Percentage ("ADP") refund for the Plan Year tested.

During the Plan's annual enrollment period you may elect to defer from your monthly or semi-monthly compensation, the cash portion of your MIP/IMIP award, and any ADP refund. Even if you do not choose to participate in the UPS Deferred Compensation Plan from your direct pay, you may want to consider electing to defer 100 percent of any refund of pre-tax contributions you may receive from the 401(k) Plan in the event the 401(k) Plan fails the annual ADP Test.

Please note that your deferrals into the UPS Deferred Compensation Plan will be in addition to your deferrals into the 401(k) Plan. You may generally defer into your 401(k) Plan account, one to 35 percent of your monthly or semi-monthly pay on a pre-tax and/or Roth 401(k) basis. Additionally, up to 100 percent of the cash portion of your MIP/IMIP award may be deferred on a pre-tax basis into the 401(k) Plan, up to the annual maximum. If you are age 50 by the end of the calendar year, you may also elect a catch-up contribution to the 401(k) Plan, up to the annual maximum. We anticipate that the annual contribution limits for regular and catch-up contributions will be indexed for inflation. However, the limits have not yet been announced by the Internal Revenue Service. For purposes of illustration, this document will use the annual 2012 maximums: \$17,000 for pre-tax and/or Roth 401(k) contributions and \$5,500 for catch-up contributions.

The Plan also allows non-employee directors of United Parcel Service, Inc. to defer 100 percent of their retainer and meeting fees.

Q. What is a non-qualified plan?

A. A non-qualified plan is a plan which does not meet the tax code requirements for a qualified retirement plan and is not subject to most Employee Retirement Income Security Act ("ERISA") requirements. Amounts contributed to a non-qualified plan remain part of the general assets of your employer. (These assets are subject to the claims of the creditor's of United Parcel Service of America, Inc. ("UPS") and your employer, and in the event of UPS's or your employer's insolvency or bankruptcy, your interest in the Plan could be entirely lost.) Because of the additional risk associated with non-qualified plans, only non-employee directors and senior level employees are offered the opportunity to participate.

EXAMPLE

A participant's base salary is \$12,250 per month plus the cash portion of the MIP/IMIP award of \$36,750, for total annual eligible compensation of \$183,750. The participant would like to defer the maximum 35 percent of monthly or semi-monthly pay and 100 percent of the cash portion of the MIP/IMIP award to the UPS Deferred Compensation Plan versus only contributing the maximum \$17,000 per year in the 401(k) Plan.

The participant also elects to defer any return of excess pre-tax contributions distributed as the result of an ADP Test failure of the 401(k) Plan.

| | UPS 401(k) Savings Plan and UPS Deferred Compensation Plan | UPS 401(k) Savings Plan Only |
|--|--|------------------------------|
| Total Pay | \$183,750 | \$183,750 |
| SALARY DEFERRALS | | |
| UPS 401(k) Savings Plan (max. \$17,000) | -17,000 | -17,000 |
| UPS Deferred Compensation Plan (35 percent) | -51,450 | N/A |
| Cash Portion of MIP/IMIP Award (100 percent) | -36,750 | N/A |
| Taxable Income | \$78,550 | \$166,750 |

Should the 401(k) Plan fail the ADP Test, distributions will occur in March of the following year and are taxable on that year's tax return. By electing to defer any pre-tax refund resulting from the ADP Test, the participant will defer taxation on the pre-tax refund.

Q. How does salary deferral under the qualified 401(k) Plan differ from the salary deferral under the non-qualified UPS Deferred Compensation Plan?

A.

| PRINCIPAL CHARACTERISTICS: | UPS Deferred Compensation Plan | 401(k) Plan |
|--|--------------------------------|------------------|
| Deferral on pre-tax basis | Yes | Yes |
| FICA/Medicare withheld on deferrals | Yes | Yes |
| Earnings accumulate tax free | Yes | Yes |
| Actual funds or assets held in trust safe from creditors | No | Yes |
| Distributions subject to income taxes | Yes | Yes |
| Federal income tax withholding on lump sum payments | Yes | Yes |
| Rollover into an IRA allowed | No | Yes |
| 10 year income tax averaging available | No | Yes ¹ |
| Hardship withdrawals available | Yes ² | Yes |
| Loans against accounts available | No | Yes |

¹ If not rolled over.

² "Hardship" definition is more stringent than in the 401(k) Plan.

Q. Does this mean I will have separate salary deferral accounts for the UPS 401(k) Savings Plan and the UPS Deferred Compensation Plan?

A. Yes. The 401(k) Plan and the UPS Deferred Compensation Plan are two separate plans. You will receive a separate itemized annual statement for each account you have. Statements may be viewed online at any time through the Plan website at <http://upssavings.voyaplans.com>.

ELIGIBILITY

Q. Who is eligible to participate in the UPS Deferred Compensation Plan?

A. You are eligible to participate in the UPS Deferred Compensation Plan if at the beginning of the annual enrollment period you are a region department manager or have equal or greater managerial responsibilities at UPS, United Parcel Service, Inc. or one of the UPS authorized subsidiaries, are eligible to participate in the 401(k) Plan and are not domiciled in Puerto Rico. In addition, non-employee directors of United Parcel Service, Inc. are eligible to participate in the Plan.

You will cease to be eligible to make new deferral elections in the Plan if you no longer meet the eligibility requirements above or you separate from service with UPS, United Parcel Service, Inc. and each of its subsidiaries that is treated under Section 409A of the Internal Revenue Code (the "Code") and related IRS regulations and guidance (the "409A Rules") as a single employer with UPS for purposes of determining whether a "separation from service" has occurred (the "UPS Group"). However, your deferrals will continue to be deducted from your compensation, the cash portion of your MIP/IMIP award and your ADP refund until the end of the calendar year, or in the case of certain MIP/IMIP awards and the ADP refunds, until such payments are made.

For example, if you elect to contribute monthly to the Plan and are subsequently demoted and no longer an eligible employee, your contributions will continue for the duration of that calendar year. Should you elect to defer a 401(k) Plan ADP refund, that deferral will be made to the Plan in March of the following year, even if you are no longer an eligible employee or you have a separation from service.

Q. Can I participate if I am promoted during the year?

A. It depends on when your promotion is effective. You must be eligible to participate in the Plan as of the date the enrollment period begins.

DEFERRAL ELECTIONS

Q. When can I make an election to defer?

A. Elections are made during the annual enrollment period.

New non-employee directors may make their initial deferral election within 30 days after being named a director.

Q. Should I maximize my contribution into the 401(k) Plan before making a contribution to this Plan?

A. Generally, yes. The 401(k) Plan is a qualified retirement plan where assets are held in trust for future payment to you.

Before calculating any amount to be deferred to the UPS Deferred Compensation Plan, it is recommended that you choose a percentage which results in the contribution of the maximum permissible contribution to the 401(k) Plan. In 2012, the maximum was \$17,000, or \$22,500 if you were age 50 or older. If you are eligible for a matching contribution, you also may receive Savings**PLUS**, the match on certain amounts deferred under the 401(k) Plan.

Additionally, distributions from the 401(k) Plan are eligible for special tax treatment (e.g., rollover to an IRA). Distributions to you from the Plan will be subject to immediate taxation and are not eligible for special tax treatment (e.g., rollover, loan, IRA). If you do not take full opportunity of your contributions to the 401(k) Plan, you may miss the opportunity to receive the maximum amount of matching contributions that you can receive.

SALARY DEFERRAL EXAMPLE 1

A manager elects to defer 12 percent from monthly salary and 50 percent of the cash portion of the MIP/IMIP award into the Salary Deferral Feature and 100 percent of any return of excess contributions as the result of the 401(k) Plan failure of the ADP Test. The manager also elects to defer 12 percent of monthly salary into the 401(k) Plan.

| | |
|--|------------------|
| Manager's base salary is \$12,250 per month x 12 months equals | \$147,000 |
| Manager's cash portion of MIP/IMIP Award | \$36,750 |
| Total Annual Eligible Compensation | \$183,750 |

Here's what the monthly activity would look like for deferrals made to the 401(k) Plan and the UPS Deferred Compensation Plan:

| | 401(k) Plan | UPS Deferred Compensation Plan |
|---|--------------------|-----------------------------------|
| | 12% | 12% |
| Monthly (January through November) | \$1,470.00 | \$1,470.00 |
| December | \$830.00 | \$1,470.00 |
| Cash portion of MIP/IMIP Award (Paid in March of the following year) | \$0.00 | \$18,375.00 |
| TOTAL | \$17,000.00 | \$36,015.00 |
| TOTAL DEFERRED | \$53,015.00 | |

SALARY DEFERRAL EXAMPLE 2

A manager elects to defer 5 percent from base salary and 100 percent of the cash portion of the MIP/IMIP award into the Salary Deferral Feature and 100 percent of any return of excess pre-tax contributions as the result of the 401(k) Plan failure of the ADP Test. The manager also elects to defer 12 percent of base salary into the 401(k) Plan.

| | |
|--|------------------|
| Manager's base salary is \$12,250 per month x 12 months equals | \$147,000 |
| Manager's cash portion of MIP/IMIP Award | \$36,750 |
| Total Annual Eligible Compensation | \$183,750 |

Here's what the annual activity would look like for deferrals made to the 401(k) Plan and the UPS Deferred Compensation Plan:

| | 401(k) Plan | UPS Deferred Compensation Plan |
|---|--------------------|-----------------------------------|
| | 12% | 5% |
| Monthly (January through November) | \$1,470.00 | \$612.50 |
| December | \$830.00 | \$612.50 |
| Cash portion of MIP/IMIP Award (Paid in March of the following year) | \$0.00 | \$36,750.00 |
| TOTAL | \$17,000.00 | \$44,100.00 |
| TOTAL DEFERRED | \$61,100.00 | |

Q. When will my salary deferrals under the UPS Deferred Compensation Plan begin?

A. Salary deferrals will begin in January and continue through December.

The percentage of the cash portion of the MIP/IMIP award that you elect to defer under the Plan will be reflected on the Computershare website, where you may view it during the MIP/IMIP election period. You will not be able to make a change to this percentage. The funds will be deferred at the time of the MIP/IMIP distribution in March of the following year.

If you elect to defer the refund of pre-tax contributions you receive from the 401(k) Plan, in the event the 401(k) Plan fails the ADP Test, 100 percent of the pre-tax refund will be contributed to your Plan account in March of the year the test is conducted.

Remember, even if you cease to be eligible to make new deferral elections in the future or you separate from service, your deferrals will continue to be deducted from your compensation, the cash portion of your MIP/IMIP award and your ADP refund for the remainder of the year.

If you are no longer an eligible employee or if you have separated from service your account will continue to be credited with your elected deferrals. If you are receiving monthly installments, the amount of the ADP refund will be included in the calculation of the installments. If you previously have received a lump sum distribution, you will receive the ADP refund as an additional distribution as soon as administratively possible, but in no event later than 90 days following the event (with the actual payment date determined by UPS in its sole discretion).

Q. Will I see a deferral percentage on the Computershare website during the annual election for the cash portion of the MIP/IMIP award?

A. If you elected to defer a percentage of the cash portion of the MIP/IMIP award to the UPS Deferred Compensation Plan during the enrollment period that percentage will be displayed on the Computershare website during the MIP/IMIP election period and it may not be changed.

The election you make during this year's election window will apply to the cash portion of the MIP/IMIP award that will be paid in the following year (2013 award is paid in March 2014) and the election can be seen on the Computershare website during the MIP/IMIP election period.

Q. Does the ADP election I make now apply to a refund received next March?

A. No. The ADP election you make during the DCP election period applies to the testing performed on the 401(k) Plan during the first quarter of the year as applied to the previous Plan year. If the 401(k) Plan fails the ADP testing, refunds of excess contributions will be made in March of the year of the test failure.

Example: If during the 2012 enrollment period (which occurred in November 2011) you elected to defer ADP excess contributions for Plan year 2012, 100 percent of the pre-tax refund would be contributed to your Plan account in March 2013, and would be taxable on your 2013 tax return.

Q. How will my salary deferral under the UPS Deferred Compensation Plan be accounted for?

A. Any salary deferrals that you make to the Plan will be credited for bookkeeping purposes to your Salary Deferral Account. This account will be subject to the rules set forth in this document and the Plan document. Any salary deferrals you made to this Plan prior to January 1, 2005 will continue to be credited for bookkeeping purposes to your 2004 and Before Salary Deferral Account. Amounts credited to this account will continue to be subject to the rules set forth in the **2004 Summary Plan Description**.

Q. When will my salary deferrals be credited to my account?

A. Salary deferrals will be credited to your account as soon as practicable following each pay period, but generally no later than ten business days after you receive the paycheck from which the deduction was made.

Q. Can I change my UPS Deferred Compensation Plan annual deferral elections during the calendar year?

A. No. After your annual election to defer salary to the UPS Deferred Compensation Plan is made it cannot be changed for that calendar year after the close of the enrollment period. Your election must be made online during the enrollment period. Once you make your annual deferral election, you cannot change the deferral percentage amount until the next annual deferral election period.

INVESTMENT OPTIONS

Q. What are my investment options?

A. Your Salary Deferral Account will accrue earnings based on the investment option(s) you select. The investment options currently available to you are:

| TARGET DATE FUNDS | CORE FUNDS |
|----------------------------|--|
| Bright Horizon Income Fund | Government Short-Term Investment Fund |
| Bright Horizon 2015 Fund | Short-Term Bond Index Fund |
| Bright Horizon 2020 Fund | Bond Market Index Fund |
| Bright Horizon 2025 Fund | Global Diversified Asset Fund |
| Bright Horizon 2030 Fund | Strategic Real Asset Fund |
| Bright Horizon 2035 Fund | S&P 500 Equity Index Fund |
| Bright Horizon 2040 Fund | S&P 400 Midcap Index Fund |
| Bright Horizon 2045 Fund | Russell 2000 Index Fund |
| Bright Horizon 2050 Fund | International Developed Country Equity Index Fund* |
| Bright Horizon 2055 Fund | MSCI Emerging Markets Index Fund |
| Bright Horizon 2060 Fund | UPS Stock Fund |

Note: the investment options are the same funds offered in the 401(k) Plan. The listing has been updated as of September 2015.

*The Plan will assess a 2 percent short-term trading fee against the portion of your account balance transferred from the International Developed Country Equity Index Fund and/or paid out as a distribution within 30 days of investment in the Fund. The 2 percent redemption fee is assessed against the gross proceeds from the sales transaction. This short-term trading fee will only apply to a sale of the Fund due to a transfer request and/or a distribution. For this purpose, units held longest will be liquidated first and units held the shortest will be liquidated last. The redemption fees assessed are reinvested into the International Developed Country Equity Index Fund for the benefit of all participants in the Plan with balances in the Fund. This fee is designed to offset market impact and other costs associated with fluctuations in the International Developed Country Equity Index Fund caused by short-term shareholder trading. The 30 day period is determined by the actual trade date. The initial trade date is considered day one. Transactions initiated after the 4 p.m. Eastern time stock market close on a business day, will have a trade date of the following business day.

Notes:

- ALL transactions related to UPS Stock, whether through the UPS Deferred Compensation Plan or 401(k) Plan, are subject to the UPS Insider Trading Guidelines. You must verify that the trading window is open before you make any transactions involving UPS Stock.
- The Self-Directed Brokerage Account is not available as an investment option for the Salary Deferral Feature of the UPS Deferred Compensation Plan.
- Fund Fact Sheets and investment returns are available on the Plan website for your review at <http://upssavings.voyaplans.com>. If you have any questions, you may call 1-800-541-6154.
- Because the Plan is non-qualified, your investment selections are for recordkeeping purposes only and no funds will be set aside or invested in the options you select. Your selections will be used solely for purposes of determining the value of your Salary Deferral Account.

Q. Can I reallocate my Salary Deferral Account balance between the investment options?

A. Yes. You may reallocate your Salary Deferral Account balance among the different investment options on a daily basis. (Please note that all transactions related to UPS Stock, whether in the UPS Deferred Compensation Plan or otherwise, are subject to the UPS Insider Trading Guidelines.) You will be able to change your investment selections by accessing your account online at <http://upssavings.voyaplans.com>. You may also change your investment selections by calling the Information Line at 1-800-541-6154 and speaking with a Participant Services Representative Monday through Friday from 8 a.m. to 8 p.m. Eastern time, except on days the stock market is closed. This reallocation capability includes both the new deferrals being deferred into your account and your existing investment account balance. Your account will continue to accrue earnings or losses based on your investment elections until your Salary Deferral Account balance is fully distributed.

Q. What are the investment risks?

A. Due to the risks inherent in all investment activities, the total value of your account may be greater or smaller than your total deferrals. Additionally, because your account is unfunded, your rights to receive payments in the event of UPS's or your employer's bankruptcy or insolvency will be the same as that of any other unsecured general creditor.

DISTRIBUTION OPTIONS

Q. When am I eligible to receive a distribution of my Salary Deferral Account?

A. You are eligible to receive a distribution of your Salary Deferral Account **a)** in the event you retire or have another "separation from service" with the UPS Group (within the meaning of the 409A Rules), **b)** in the event of a "change in control" of United Parcel Service, Inc. as defined in the 2009 UPS Incentive Compensation Plan that also constitutes a "change in the ownership or effective control" of United Parcel Service, Inc. under 409A Rules (a "Change in Control"), or **c)** in the event of your death.

If you are entitled to a distribution of your Salary Deferral Account as a result of your separation from service, you will receive (or begin to receive, in the case of installments) your distribution on the first day of the calendar month that is six months following your separation from service. Distributions of your Salary Deferral Account as a result of a Change in Control or your death will be paid as soon as administratively possible, but in no event later than 90 days following the date of the Change in Control or your death (with the actual payment date determined by UPS in its sole discretion).

If you are enrolling in the Plan for the first time, you will be asked to make a distribution election. Please consider your distribution choice for your Salary Deferral Account carefully. Should you fail to elect a distribution option upon your initial enrollment your distribution option will be the default option which is a Lump Sum Payment.

A non-employee director who is a former employee must make a new distribution election when he or she first makes a deferral election as a non-employee director.

You are eligible to receive a distribution of your 2004 and Before Salary Deferral Account and your Stock Option Deferral Account (pre-2005 deferrals) in accordance with the rules set forth in the **2004 Summary Plan Description**. (A copy of the **2004 Summary Plan Description** may be obtained on the Plan website at <http://upssavings.voyaplans.com> or from the Corporate Retirement Department.) Please note that your 2004 and Before Salary Deferral Account and your Stock Option Deferral Account will not automatically be distributed to you in the event of a Change in Control.

Q. What are my distribution options?

A. The Plan provides for five distribution options:

Option 1: 3 Year Installment (36 monthly payments)

Option 2: 5 Year Installment (60 monthly payments)

Option 3: 7 Year Installment (84 monthly payments)

Option 4: 10 Year Installment (120 monthly payments)

Option 5: Lump Sum Payment (one payment) – DEFAULT

Each distribution option is paid on a calendar month basis. If the total balance in your Salary Deferral Account (plus the total balance in any other account which must be aggregated with your Salary Deferral Account under the 409A Rules) is less than the Code Section 402(g) deferral limit in effect for the 401(k) Plan on the date you become eligible for the distribution, you will receive a Lump Sum Payment from this account regardless of the option you selected.

If you made deferrals to the Plan prior to January 1, 2005, the distribution option you previously chose for your 2004 and Before Salary Deferral Account will continue to apply. (If your total 2004 and Before Salary Deferral Account balance is less than \$20,000 as of your termination date, you will receive a Lump Sum Payment from this account regardless of the option you have selected.)

A copy of the **2004 Summary Plan Description** may be obtained on the Plan website at <http://uppsavings.voyaplans.com>, or from the Corporate Retirement Department.

Q. How do I change my distribution option?

A. After the initial selection of a distribution option participants may elect a **one-time change** to the current distribution option on file to one of the other distribution options available from the Plan. Any changes to the current election on file will be subject to the following requirements:

- The change must be on file for 12 months prior to the date of when the previous election would have commenced, in order to be effective. Distributions under the Plan generally commence on the first day of the sixth month following your date of retirement.
- The change will require the participant to wait five (5) years and six months from their retirement date before receiving the first distribution.
- Example:
 - Date of retirement: February 28, 2013
 - Date at which current distribution would commence: September 1, 2013
 - Date by which distribution election change must be received in order to be effective: September 1, 2012
 - Revised benefit commencement date: September 1, 2018

A non-employee director who is a former employee must make a new distribution election when he or she first makes a deferral election as a non-employee director.

In order to change your distribution option for either your 2004 and Before Salary Deferral Account or your Stock Option Deferral Account, you may go to the Plan website at <http://upssavings.voyaplans.com> and print a **Change of Distribution Option Form** from the **Forms** section. You may also direct your request to the Information Line at 1-800-541-6154 and speak with a Participant Services Representative. The representative will send you a form. You must complete and return the updated form to the UPS Deferred Compensation Plan Recordkeeper at the address printed on the form.

A new distribution option must be on file for at least 12 months in order to become effective.

Q. What happens to my Salary Deferral Account if I should die prior to receiving distribution of the entire account balance?

A. You may designate a beneficiary(ies) when you enroll in the Plan. Your beneficiary designation may be changed at any time, but must be the same for any accounts you have in the Plan. The balance in your Salary Deferral Account will be paid to your designated beneficiary(ies) (or begin to be paid, in the case of installments) in accordance with your distribution election in effect at the time of your death, as soon as administratively possible, but in no event later than 90 days following your death (with the actual payment date determined by UPS in its sole discretion). Your beneficiary(ies) will not be able to select a different distribution option. In the event that you have not designated a beneficiary, your Salary Deferral Account balance will be distributed to your estate in a lump sum as soon as administratively possible, but in no event later than 90 days following your death (with the actual payment date determined by UPS in its sole discretion). Amounts credited to your 2004 and Before Salary Deferral Account or your Stock Option Deferral Account will be distributed to your beneficiary(ies) in accordance with your distribution election.

However, your beneficiary(ies) may elect to withdraw your entire 2004 and Before Salary Deferral or your Stock Option Deferral Account balances (pre-2005 deferrals) at any time. Ten percent of the total value of those accounts at the time of the withdrawal will be forfeited. Withdrawals will be paid as a lump sum. Note that this option is not available for deferrals made to your 2005 and Beyond Salary Deferral Account.

Q. How do I designate a beneficiary?

A. When you initially enroll, you will designate one or more beneficiaries online. This beneficiary designation can be changed at any time using a **Beneficiary Designation Form**.

Note: Your beneficiary designation applies to all of your UPS Deferred Compensation Plan accounts (your 2005 and Beyond Salary Deferral Account, 2004 and Before Salary Deferral Account, and/or Stock Option Deferral Account, if eligible).

Q. How do I change my beneficiary?

A. To make a beneficiary change, you may go to the Plan website at <http://upssavings.voyaplans.com> and print a **Beneficiary Designation Form** from the **Forms** section. You may also direct your request to the Information Line at 1-800-541-6154 and speak with a Participant Services Representative. The representative will mail you a **Beneficiary Designation Form**. You must complete and return the updated beneficiary form to the UPS Deferred Compensation Plan Recordkeeper at the address printed on the form.

WITHDRAWAL OPTIONS

Q. May I take a hardship withdrawal?

A. Hardship withdrawals are available under very limited circumstances. In the event of an unforeseeable emergency which results in a severe financial hardship, you may petition the UPS Deferred Compensation Plan Committee for a distribution of the amount reasonably necessary to meet your financial need. This definition of hardship is more stringent than the hardship provision in a qualified 401(k) plan, and does not, for instance, include college expenses or costs in connection with a home purchase. It generally encompasses hardship generated by unforeseen circumstances such as medical expenses, loss of property due to casualty and other similar extraordinary and unforeseeable circumstances arising as a result of events beyond your control. A hardship withdrawal may not be made to the extent the hardship is or may be relieved through reimbursement, insurance, liquidation of your assets (under certain circumstances) or the cessation of Plan deferrals. The Committee may approve or deny the request in its sole discretion. Hardship withdrawals will be paid in a lump sum as soon as administratively possible, but in no event later than 90 days following the date you, in the judgment of the Committee, experience an unforeseeable emergency (with the actual payment date determined by UPS in its sole discretion).

Q. May I take a withdrawal for reasons other than hardship?

A. You may withdraw all of your 2004 and Before Salary Deferral Account balance or your Stock Option Deferral Account balance (pre-2005 deferrals) at any time. However, you will forfeit ten percent of the total value of your accounts. Withdrawals will be paid in a lump sum. Other than in the event of hardship as described above, you may not withdraw amounts credited to your 2005 and Beyond Salary Deferral Account.

Q. May I take a loan?

A. Unlike the 401(k) Plan or other qualified 401(k) plans, loans are not permitted under the UPS Deferred Compensation Plan.

Q. May I roll over my deferred account balance?

A. Unlike qualified 401(k) plans, rollovers are not permitted under the UPS Deferred Compensation Plan.

TAXES

Q. Am I taxed on my deferrals or earnings that are credited to my account?

A. Under current law, neither the deferrals nor the earnings on those amounts are subject to federal income tax until they are withdrawn from the Plan, as long as you make your election before you earn the deferrals. All states with income taxes, except New Jersey, follow the federal law. As a result, other than in the state of New Jersey, there will be no state income tax liability until you actually receive a distribution. Distributions from the Plan will be taxed as ordinary income upon receipt. You should consult with your legal counsel or tax advisor concerning your specific state or local city and county tax laws.

Note: We intend for the Plan to satisfy the 409A Rules. If the Plan does not satisfy these rules, you may be subject to additional taxes and interest.

Q. What about Social Security and Medicare Taxes?

A. Deferred amounts are subject to Social Security and Medicare taxes at the time of the deferral (when they are deducted from your pay). However, the distributions from the UPS Deferred Compensation Plan, including the earnings, are not subject to these taxes under current law. Payments from the Plan will not reduce the Social Security benefits after retirement, as they do not represent wages for service performed at that time.

Note: Non-employee directors are not subject to Social Security and Medicare taxes on amounts deferred under the Plan.

Q. How will my distribution payments be reported?

A. Whether you are an active, terminated, or retired employee, your distribution payments will be reported to you on a Form W-2. Payments to beneficiaries, in the event of your death, will be reported on a Form 1099-R. Payments to non-employee directors will be reported on a Form 1099-MISC.

Q. How will my distributions be taxed?

A. Under current law, distributions from the UPS Deferred Compensation Plan generally are taxed as ordinary income when received, and no special tax advantages or penalties apply. Federal, state and local income taxes (see last question on page 14 for the exception - New Jersey) will be withheld from your distribution payments when they are actually made.

Note: No federal, state or local income taxes will be withheld from payments made to non-employee directors, unless requested by the non-employee directors.

Q. Will benefits paid to my beneficiaries be included in my gross estate for federal tax purposes?

A. Yes. The cumulative amounts in your account at the time of death will be included in your estate.

Note: You should consult with your own legal counsel or tax advisor concerning your beneficiary(ies) designations and plan to obtain the most appropriate result for your personal situation.

ENROLLMENT

Q. How do I enroll in the UPS Deferred Compensation Plan?

A. Log on to the Plan website at <http://upssavings.voyaplans.com>, using your Social Security Number or Employee ID and the same password you use for the 401(k) Plan. Enrollment instructions are detailed in the **Enrollment Guide** mailed to all eligibles.

Q. Do I need to do anything if I do not want to participate in the Plan for the upcoming year?

A. No.

Additional Information

PLAN ADMINISTRATOR

Q. Who is the administrator and how can I check my account balance?

A. The administrator for the UPS Deferred Compensation Plan is the administrative committee appointed by the Salary Committee of United Parcel Service, Inc. The recordkeeper for the Plan is Voya Institutional Plan Services, LLC.

The Plan administrator has the exclusive responsibility and complete discretionary authority to control the operation, management and administration of the Plan, with all powers necessary to enable it to properly carry out those responsibilities, including (but not limited to) the power to construe the Plan, to determine eligibility for benefits, to settle disputed claims and to resolve all administrative, interpretive, operational, equitable and other questions that arise under the Plan: provided, however, that any exercise of discretion with respect to a non-employee director will be made or ratified by the Compensation Committee of the Board of Directors of United Parcel Service, Inc.

The decisions of the Plan administrator on all matters within the scope of its authority will be final and binding. To the extent a discretionary power or responsibility under the Plan is expressly assigned to a person by the Plan administrator, that person will have complete discretionary authority to carry out that power or responsibility, and that person's decisions on all matters within the scope of that person's authority will be final and binding. Although you will receive an annual statement, you can determine the balance in your account at any time by accessing your account online at <http://upssavings.voyaplans.com>. You can also call the Information Line at 1-800-541-6154 and speak with a Participant Services Representative. Participant Services Representatives are available from 8 a.m. to 8 p.m. Eastern time Monday through Friday, except on days the stock market is closed.

PLAN AMENDMENT OR TERMINATION

Q. Can the Plan be amended or discontinued?

A. Yes. UPS has established the Plan with the expectation that it will be continued indefinitely. Nevertheless, the United Parcel Service of America, Inc. retains the right to amend or terminate all or part of the Plan at any time: provided, however, that **a)** the balance credited to each account immediately after any such amendment or termination will be no less than the balance credited to such account immediately before such amendment or termination (as adjusted for phantom investment performance), **b)** except to conform to the requirements of the 409A Rules, no amendment or termination will adversely affect a participant's or his or her beneficiary(ies) right to the distribution of the account, and **c)** any amendment that would affect a non-employee director or a member of the UPS Management Committee must be approved or ratified by the Compensation Committee of the Board of Directors of the United Parcel Service, Inc.

Note: Further amendments to the Plan may be required in order to comply with the federal tax law applicable to non-qualified deferred compensation plans. You will be notified of those amendments if they materially affect information provided in this Summary Plan Description/Prospectus.

MISCELLANEOUS

Q. Which documents govern the UPS Deferred Compensation Plan?

A. The terms governing the UPS Deferred Compensation Plan are set forth in the UPS Deferred Compensation Plan document (a copy of which will be provided to you upon your request).

Q. Can I transfer, pledge or assign my accounts?

A. No. Rights to your Salary Deferral Account cannot be transferred, assigned, pledged or alienated. You may not pledge or assign your account balances to secure a bank loan or other indebtedness.

Q. Are there any restrictions on my ability to sell shares of UPS Stock that I receive in a distribution under the Plan?

A. Each person who controls, or is a member of a group that controls, or who is under common control with, UPS and who distributes any shares of UPS Stock obtained through a distribution under the Plan, and any broker or dealer who participates in any such distribution, may, in connection with such a distribution, be deemed to be an "underwriter" within the meaning of the Securities Act of 1933 (the "Securities Act") unless the shares are sold pursuant to Rule 144 under the Securities Act. This brochure may not be used in connection with any resales of any shares received by such a person. In addition, the filing requirements of Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the short-swing profit rules under Section 16(b) of the Exchange Act may apply to purchases and sales of UPS Stock, including shares received in a distribution under the Plan and subsequent resale of these shares, by any person who is an executive officer, director or beneficial owner of 10 percent or more of UPS's outstanding common stock.

Officers and directors should consult with the UPS Legal Department before offering for sale any of the shares of UPS Stock received in a distribution under the Plan so that we may ensure compliance with Rule 144, Section 16 and any other applicable provisions of federal and state securities laws. To the extent any transaction could, in the absolute discretion of UPS, cause a participant to be subject to liability under Section 16 of the Exchange Act, UPS may refuse to permit such transaction. In addition, UPS may establish procedures to ensure that transactions under the Plan will be executed in accordance with the requirements of Section 16(b) of the Exchange Act and any regulations promulgated thereunder.

Q. What Claims Procedures apply under the Plan?

A. Any claim for a benefit under the Plan must be filed and resolved in accordance with the claims procedure provided under the 401(k) Plan, which claims procedure is incorporated in the Plan by reference, except that the Plan administrator is the entity with whom a claim for review should be filed under the Plan, and the Plan administrator has absolute discretion to resolve any claims under the Plan.

Q. What other rules apply under the Plan?

A. The following rules also apply under the Plan:

Construction: The Plan will be construed in accordance with the laws of the State of Georgia. Headings have been added only for convenience of reference and will have no substantive effect whatsoever. All references to the singular include the plural, and all references to the plural include the singular.

No Contract of Employment: Nothing contained in the Plan will be construed as a contract of employment between UPS or any employer and any employee, as a right of any employee to be continued in the employment of UPS or any employer, or as a limitation of the right of UPS or any employer to discharge an employee with or without cause at any time.

No Liability: No Plan participant or beneficiary will have the right to look to, or have any claim whatsoever against, any officer, director, employee or agent of UPS or any employer in his or her individual capacity for the distribution of his or her Salary Deferral Account.

ERISA: UPS intends that the Plan come within the various exceptions and exemptions to ERISA for a plan maintained for a “select group of management or highly compensated employees” as described in Sections 201(2), 301(a)(3), and 401(a)(1) of ERISA, and any ambiguities in the Plan will be construed to effect this intent.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

Q. Where can I find more information about UPS?

A. We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC’s website at www.sec.gov. Except as specifically described below, information included in the SEC’s website is not incorporated by reference into this Summary Plan Description/Prospectus. You may also read and copy any document we file with the SEC at its public reference room at 100 F Street, N.E., Washington, D.C. 20549.

Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings are also available at the offices of the New York Stock Exchange. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call 212-656-5060.

We are allowed to “incorporate by reference” into this document the information that we file with the SEC. This means that we can disclose important information by referring you to those documents. The information incorporated by reference is an important part of this Summary Plan Description/Prospectus, and information in documents that we file after the date of this Summary Plan Description/Prospectus and before the termination of the offering will automatically update information in this Summary Plan Description/Prospectus.

We incorporate by reference the documents listed below and any filings that we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until our offering is completed, provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any current report on Form 8-K:

- our annual report on Form 10-K for the year ended December 31, 2011;
- our quarterly reports on Form 10-Q for the quarterly periods ended March 31, 2012 and June 30, 2012;
- our current reports on Form 8-K filed on February 17, 2012; March 23, 2012; April 13, 2012; May 7, 2012; and July 26, 2012.
- the description of United Parcel Service of America, Inc.'s common stock, contained in its registration statement on Form 8-A, filed with the SEC in April 1970, as updated by item 5 of its annual report on Form 10-K for the year ended December 31, 1998, as modified by the description of the class A-1 common stock contained in our registration statement on Form S-4 (no. 333-83349). We succeeded to the Exchange Act registration of United Parcel Service of America, Inc. pursuant to Rule 12g-3 under the Exchange Act.

Q. How can I obtain copies of this information?

A. We will provide, without charge, to each person to whom a copy of this Summary Plan Description/Prospectus is delivered, upon written or oral request a copy of any and all of the documents incorporated by reference in this Summary Plan Description/Prospectus, other than the exhibits to such documents, unless such exhibits are specifically incorporated by reference into the documents that this Summary Plan Description/Prospectus incorporates. Requests for copies of such documents should be directed to United Parcel Service, Inc., 55 Glenlake Parkway, N.E., Atlanta, Georgia 30328, Attn: Investor Services, telephone number 404-828-6059. In addition, we will furnish to each participant in the Plan a copy of our Annual Report to Shareowners. We will provide additional copies of our annual report, without charge, upon written or oral request to the address or telephone number listed above.