Edgar Filing: Rexford Industrial Realty, Inc. - Form 4

Rexford Industrial Realty, Inc. Form 4 December 03, 2013

December 03,	2013										
FORM Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed purv ue. Section 17(a	IENT O	Was F CHAN	hington, GES IN I SECUR 5(a) of the ility Hold	D.C. 205 BENEFIC ITIES Securitic ing Comj	49 CIAI es Ex pany	OW chang Act of	COMMISSION NERSHIP OF e Act of 1934, f 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response	rs per	
(Print or Type Res	sponses)										
			2. Issuer Name and Ticker or Trading Symbol Rexford Industrial Realty, Inc. [NYSE: REXR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(3. Date of Earliest Transaction (Month/Day/Year) 11/30/2013					X Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Date Original hth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any		3.		ies Aco sposed	quired of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock, par value \$0.01	12/03/2013			D <u>(1)</u>	26,037		\$ 0	106,772	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units (2)	<u>(3)</u>	11/30/2013		D <u>(4)</u>	11,400	09/24/2014	(5)	Common Stock, par value \$0.01	11,400
Operating Partnership Units (2)	<u>(3)</u>	11/30/2013		D <u>(7)</u>	869	09/24/2014	(5)	Common Stock, par value \$0.01	869

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Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting o whet Funite / Federess	Director	10% Owner	Officer	Other	
ZIMAN RICHARD S 11620 WILSHIRE BOULEVARD, SUITE 1000 LOS ANGELES, CA 90025	Х				
Signatures					
/s/ Marie Ly, as					

attorney-in-fact	12/03/2013		
<u>**Signature of Reporting Person</u>	Date		

**Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of restricted common stock of Rexford Industrial Realty, Inc. (the "Issuer") canceled pursuant to the accommodation between the Issuer and certain pre-initial public offering investors, as more fully described in the 8-K filed by the Issuer on October 30, 2013 (the "Accommodation"). The shares of restricted common stock were initially granted pursuant to the Rexford Industrial Realty, Inc.

(1) and Rexford Industrial Realty, L.P. 2013 Equity Incentive Award Plan, dated July 24, 2013 by and between the Issuer, Rexford Industrial Realty, L.P. (the "Operating Partnership") and the Reporting Person. The shares of restricted common stock are being canceled pursuant to a Restricted Stock Cancellation Agreement entered into by and among the Reporting Person and the Issuer.

Represents common units of limited partnership interests ("OP Units") in the Operating Partnership. The Issuer is the general partner of (2) the Operating Partnership. OP Units are redeemable beginning September 24, 2014 for cash equal to the then-current market value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

- (3) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- (4) Represents OP Units returned to the Issuer pursuant to the Accommodation.
- (5) N/A

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- (6) For purposes of the Accommodation, OP Units were valued at \$14.00, which was the initial public offering price per share of the Issuer's common stock.
- (7) Represents OP Units returned to the Issuer pursuant to the Accommodation by RSZ Trust, for which the Reporting Person is the trustee.
- (8) Represents OP Units returned to the Issuer pursuant to the Accommodation by RSZ Trust, for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.