

INDEPENDENCE REALTY TRUST, INC

Form 4

October 06, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RAIT Financial Trust

2. Issuer Name **and** Ticker or Trading  
Symbol  
INDEPENDENCE REALTY  
TRUST, INC [IRT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO LOGAN SQUARE,, 100 N.  
18TH ST., 23 RD FL.

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/05/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price \$	
Common Stock	10/05/2016 <sup>(1)</sup>		S <sup>(1)</sup>		7,269,719 <sup>(1)</sup>	D 8.55 0 <sup>(1)</sup>	I  See footnote <sup>(1)</sup>

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  
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number.**

SEC 1474  
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAIT Financial Trust TWO LOGAN SQUARE, 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Belle Creek Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Centrepoint Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Copper Mill Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Crestmont Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Cumberland Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Heritage Trace Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL.		X		

PHILADELPHIA, PA 19103

RAIT NTR Holdings, LLC

TWO LOGAN SQUARE

100 N. 18TH ST., 23 RD FL

X

PHILADELPHIA, PA 19103

Taberna IR Holdings Member, LLC

TWO LOGAN SQUARE

100 N. 18TH ST., 23 RD FL.

X

PHILADELPHIA, PA 19103

Tresa At Arrowhead Member, LLC

TWO LOGAN SQUARE

100 N. 18TH ST., 23 RD FL.

X

PHILADELPHIA, PA 19103

## Signatures

/s/ Anders F. Laren,  
attorney-in fact

10/06/2016

\_\_Signature of Reporting Person

Date

## 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).

(1) These shares represent the aggregate number of shares that were sold by subsidiaries of RAIT Financial Trust, as follows: RAIT NTR Holdings, LLC-2,060,719, Belle Creek Member, LLC-352,500, Centrepont Member, LLC-1,190,000, Copper Mill Member, LLC-736,500, Crestmont Member, LLC-675,000, Cumberland Member, LLC-690,000, Heritage Trace Member, LLC-550,000, Taberna IR Holdings Member, LLC-97,500, and Tresa At Arrowhead Member, LLC-917,500. These shares were sold at the first closing contemplated by the Securities and Asset Purchase Agreement dated as of September 27, 2016 by and among RAIT Financial Trust ("RAIT"), affiliates of RAIT named therein, Independence Realty Trust, Inc. and Independence Realty Operating Partnership, LP.

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.