

Khan Adeel
Form 4
December 18, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khan Adeel

2. Issuer Name **and** Ticker or Trading
Symbol
Rexford Industrial Realty, Inc.
[REXR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11620 WILSHIRE
BOULEVARD, SUITE 1000

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

(Street)
LOS ANGELES, CA 90025

4. If Amendment, Date Original
Filed(Month/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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units <u>(1)</u>	<u>(1)</u>	12/14/2018	A		44,750 <u>(2)</u>		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock, par value \$0.01	44,750
LTIP Units <u>(3)</u>	<u>(3)</u>	12/15/2018	A		24,665		<u>(3)(4)</u>	<u>(3)(4)</u>	Common Stock, par value \$0.01	24,665

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Khan Adeel 11620 WILSHIRE BOULEVARD SUITE 1000 LOS ANGELES, CA 90025	Chief Financial Officer

Signatures

/s/ Adeel Khan 12/18/2018
Signature of Date
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).
- Performance Units are a class of limited partnership units in Rexford Industrial Realty, L.P., the operating partnership of the Issuer (the "Operating Partnership"). Initially, the Performance Units do not have full parity with common limited partnership units of the Operating Partnership ("OP Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the
- (1) Operating Partnership's partnership agreement, the Performance Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested Performance Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership. OP Units are redeemable by the holder for an equivalent number of shares of the Issuer's common stock or for the cash value of such shares, at the Issuer's election.
- Reflects an award of Performance Units that was initially granted on December 15, 2015, pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P 2013 Incentive Award Plan, that was subject to performance-based vesting conditions. On December
- (2) 14, 2018, the measurement period for the performance award ended and 44,750 Performance Units vested. The number of vested Performance Units reported herein includes 2,759 distribution equivalent units. The vested Performance Units are nonforfeitable as of December 14, 2018.
- (3) LTIP Units are a class of limited partnership units in the Operating Partnership. Initially, the LTIP Units do not have full parity with OP Units with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's

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partnership agreement, the LTIP Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership. OP Units are redeemable by the holder for an equivalent number of shares of the Issuer's common stock or for the cash value of such shares, at the Issuer's election.

The LTIP Units issued pursuant to the Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013

- (4) Incentive Award Plan will vest 1/3 in equal installments on December 15 of 2019, 2020 and 2021, subject to earlier vesting upon certain terminations of the Reporting Person's employment or a change of control of the Issuer, in each case as described in the award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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