Rexford Industrial Realty, Inc.

Form 4 July 24, 2013

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Frankel Michael S.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

Rexford Industrial Realty, Inc.

[NSYE: REXR]

(Middle)

(Month/Day/Year)

07/24/2013

(Check all applicable)

Co-CEO, Co-President

11620 WILSHIRE BOULEVARD,

(First)

3. Date of Earliest Transaction

X Director X_ Officer (give title

_X__ 10% Owner _ Other (specify

SUITE 300

(Last)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90025

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	y 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)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock, par value \$0.01	07/24/2013		D <u>(1)</u>	100	D	\$ 1	0	D	
Common Stock, par value \$0.01	07/24/2013		J(2)	2,110	A	\$ 14	2,110	D	
Common Stock, par value \$0.01	07/24/2013		P(3)	14,754	A	\$ 14	16,864	D	
Common	07/24/2013		A(4)	285,715	A	\$0	302,579	D	

Stock, par value \$0.01

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Operating Partnership Units (5)	<u>(6)</u>	07/24/2013		J <u>(7)</u>		668,035	09/24/2014	<u>(8)</u>	Common Stock, par value \$0.01	668,035

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune, rudress	Director	Director 10% Owner Officer		Other			
Frankel Michael S. 11620 WILSHIRE BOULEVARD, SUITE 300 LOS ANGELES, CA 90025	X	X	Co-CEO, Co-President				

Signatures

/s/ Marie Ly, as 07/24/2013 attorney-in-fact **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 common stock issued in the initial capitalization of Rexford Industrial Realty, Inc. (the "Issuer") that were redeemed **(1)** by the Issuer at the initial issuance price of \$1.00 per share in a transaction exempt under Rule 16b-3(e).
- Represents shares of common stock issued at \$14.00 per share in transactions relating to the formation of the Issuer and its operating partnership subsidiary, Rexford Industrial Realty, L.P. (the "Operating Partnership") either pursuant to contribution or merger agreements where certain entities (interests in which are directly or indirectly owned by the Reporting Person and other parties) that directly or indirectly own properties were contributed or merged with and into the Issuer, the Operating Partnership or their respective subsidiaries.

Reporting Owners 2

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- (3) Represents shares of common stock purchased in a private placement concurrent with the Issuer's initial public offering at the initial public offering price of \$14.00 per share.
- (4) Represents shares of restricted common stock issued pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Equity Incentive Award Plan, dated July 24, 2013 by and between the Issuer, the Operating Partnership and the Reporting Person.
- Represents common units of limited partnership interest ("OP Units") in the Operating Partnership. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable fourteen months from the Transaction Date 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.
- (6) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- Represents OP Units issued at \$14.00 per unit in transactions relating to the formation of the Issuer and the Operating Partnership either pursuant to contribution or merger agreements where certain entities (interests in which are directly or indirectly owned by the Reporting Person and other parties) that directly or indirectly own properties were contributed or merged with and into the Issuer, the Operating Partnership or their respective subsidiaries.
- (8) N/A

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.