

Rexford Industrial Realty, Inc.  
Form 8-K  
February 03, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15 (d)**  
**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 29, 2015**

**Rexford Industrial Realty, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-36008**  
**(Commission**  
**File No.)**

**46-2024407**  
**(I.R.S. Employer**  
**Identification Number)**

**11620 Wilshire Blvd., Suite 1000**

**Los Angeles, California**  
**(Address of principal executive offices)**

**90025**  
**(Zip Code)**

**(310) 996-1680**      **N/A**  
**(Registrant's telephone number, including area code)**      **(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Current Report on Form 8-K is filed by Rexford Industrial Realty, Inc., a Maryland corporation (referred to herein as the Company, we, our and us ), in connection with the matters described herein.

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 3, 2015, we completed an underwritten public offering of 11,500,000 shares of our common stock, \$0.01 par value per share (the Common Stock), for net proceeds of approximately \$176.4 million, after deducting the underwriting discount and estimated expenses payable by us, which includes the proceeds from the underwriters exercise in full of its option to purchase an additional 1,500,000 shares of Common Stock.

In connection with the issuance and sale of shares of the Common Stock, we entered into an underwriting agreement, dated January 29, 2015, among us, our operating partnership, Rexford Industrial Realty, L.P. (the Operating Partnership), and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as the representatives of the several underwriters named therein (the Underwriting Agreement). The Underwriting Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company and the Operating Partnership have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act). Pursuant to the Underwriting Agreement, we have agreed not to sell or transfer any shares of Common Stock or any securities convertible into or exercisable or exchangeable for the Common Stock for 60 days after January 29, 2015 without first obtaining the written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The offering was made pursuant to a shelf registration statement declared effective by the Securities and Exchange Commission on August 12, 2014 (File No. 333-197850), a base prospectus, dated August 12, 2014, included as part of the registration statement, and a prospectus supplement, dated January 29, 2015, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act. We are filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of our counsel, Venable LLP, regarding certain Maryland law issues concerning the shares of Common Stock issued and sold in the offering.

On February 3, 2015, we contributed the net proceeds of the offering to our Operating Partnership in exchange for 11,500,000 common units of partnership interests in the Operating Partnership. The Operating Partnership will use the net proceeds to repay amounts outstanding under our unsecured revolving credit facility, fund potential acquisition opportunities and/or for general corporate purposes.

**Item 9.01. Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 29, 2015, among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as the representatives of the several underwriters named therein.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REXFORD INDUSTRIAL REALTY, INC.

Date: February 3, 2015

By: /s/ Michael S. Frankel  
Michael S. Frankel  
Co-Chief Executive Officer  
(Principal Executive Officer)

Date: February 3, 2015

By: /s/ Howard Schwimmer  
Howard Schwimmer  
Co-Chief Executive Officer  
(Principal Executive Officer)

EXHIBIT INDEX

(d) Exhibits.

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