Rexford Industrial Realty, Inc.

Form 4

November 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

Check this box

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 See Instruction

(Middle)

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ZIMAN RICHARD S

2. Issuer Name and Ticker or Trading

Symbol

Rexford Industrial Realty, Inc.

[NYSE: REXR]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 11/01/2013

X_ Director 10% Owner

(Check all applicable)

Officer (give title Other (specify below)

11620 WILSHIRE BOULEVARD, **SUITE 1000**

(Street)

(State)

(First)

(City)

(Instr. 3)

(Last)

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

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

LOS ANGELES, CA 90025

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

4. 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

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
Operating Partnership Units (1)	<u>(2)</u>	11/01/2013		D(3)		34,431	09/24/2014	<u>(4)</u>	Common Stock, par value \$0.01	34,431
Operating Partnership Units (1)	<u>(2)</u>	11/01/2013		D <u>(6)</u>		2,626	09/24/2014	<u>(4)</u>	Common Stock, par value \$0.01	2,626

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

ZIMAN RICHARD S 11620 WILSHIRE BOULEVARD, SUITE 1000 X LOS ANGELES, CA 90025

Signatures

/s/ Marie Ly, as attorney-in-fact 11/05/2013

**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).
- Represents common units of limited partnership interests ("OP Units") in Rexford Industrial Realty, L.P. (the "Operating Partnership").
- (1) Rexford Industrial Realty, Inc. (the "Issuer") is the general partner of 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 of the Issuer, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- (2) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- (3) Represents OP Units returned to the Issuer 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").
- (4) N/A
- (5) 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.
- (6) Represents OP Units returned to the Issuer pursuant to the Accommodation by RSZ Trust, for which the Reporting Person is the trustee.
- (7) 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.

Reporting Owners 2

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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.