Rexford Industrial Realty, Inc.

Form 4

December 11, 2013

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, 2005

0.5

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Expires:

response...

if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Issuer

Symbol Rexford Industrial Realty, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

11620 WILSHIRE BOULEVARD,

(Street)

(State)

SUITE 1000

(Month/Day/Year) 12/10/2013

[NYSE: REXR]

below)

below) Co-CEO, Co-President

(Zip)

(City)

4. If Amendment, Date Original

 $D^{(1)}$

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

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

LOS ANGELES, CA 90025

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s)

(Instr. 3 and 4)

Price Code V Amount (D)

or

Common

Stock, par 12/10/2013 935

D 21,303 \$0

D

value \$0.01

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)

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units (2)	(3)	12/10/2013		D <u>(4)</u>	1,811	09/24/2014	<u>(5)</u>	Common Stock, par value \$0.01	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Frankel Michael S.						
11620 WILSHIRE BOULEVARD, SUITE 1000	X		Co-CEO, Co-President			
LOS ANGELES CA 90025						

Signatures

/s/ Cher Riban, as attorney-in-fact 12/11/2013

**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 shares of restricted common stock of Rexford Industrial Realty, Inc. (the "Issuer") canceled 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"). The shares of restricted common stock were initially granted 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, Rexford Industrial Realty, L.P. (the "Operating Partnership") and the Reporting Person. The shares of restricted common stock are being canceled pursuant to a Restricted Stock Cancellation Agreement entered into by and among the Reporting Person and the Issuer.

- Represents common units of limited partnership interests ("OP Units") in the Operating Partnership. The Issuer is the general partner of (2) 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, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- (3) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- (4) Represents OP Units returned to the Issuer pursuant to the Accommodation.
- (5) N/A
- (6) 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.

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

Reporting Owners 2

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