

Rexford Industrial Realty, Inc.
 Form 4
 July 24, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11620 WILSHIRE BOULEVARD,
 SUITE 300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-CEO, Co-President

LOS ANGELES, CA 90025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock, par value \$0.01 | 07/24/2013 | | D ⁽¹⁾ | | 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 Stock, par value \$0.01 | 07/24/2013 | | A ⁽⁴⁾ | | 285,715 | A | \$ 0 302,579 | D | |

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Stock, par
value \$0.01

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 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. Transaction 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 of Number of Shares |
| Operating Partnership Units ⁽⁵⁾ | <u>(6)</u> | 07/24/2013 | | J ⁽⁷⁾ | 668,035 | 09/24/2014 | <u>(8)</u> | Common Stock, par value \$0.01 | 668,035 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | 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
attorney-in-fact

07/24/2013

 **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).
- (1) Represents shares of common stock issued in the initial capitalization of Rexford Industrial Realty, Inc. (the "Issuer") that were redeemed by the Issuer at the initial issuance price of \$1.00 per share in a transaction exempt under Rule 16b-3(e).
- (2) 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.

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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
- (5) 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
- (7) 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.

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