

Rexford Industrial Realty, Inc.  
Form 8-A12B  
August 15, 2016

**As filed with the Securities and Exchange Commission on August of 15, 2016**

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Rexford Industrial Realty, Inc.**

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

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

**11620 Wilshire Blvd., Suite 1000**

**46-2024407**  
**(I.R.S. Employer Identification no.)**

**90025**

**Los Angeles, California**  
**(Address of principal executive offices)** **(Zip Code)**  
**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>5.875% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share</b>	<b>The New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box

**Securities Act registration statement file number to which this form relates:**

**333-210691.**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**Item 1. Description of Registrant's Securities to be Registered.**

Rexford Industrial Realty, Inc. (the *Registrant*) hereby incorporates by reference herein the description of its 5.875% series A cumulative redeemable preferred stock, par value \$0.01 per share (the *Series A Preferred Stock*), to be registered hereunder set forth under the heading "Description of the Series A Preferred Stock" in the Registrant's prospectus supplement, dated August 9, 2016, forming part of its Registration Statement on Form S-3 (File No. 333-210691), filed with the Securities and Exchange Commission (the SEC) pursuant to the Securities Act of 1933, as amended, on April 11, 2016, which was effective upon filing with the SEC, covering the offer and sale of shares of the class of the securities to be registered hereby. The Series A Preferred Stock is expected to be listed on the New York Stock Exchange.

**Item 2. Exhibits.**

The documents listed below are filed as exhibits to this registration statement:

**Exhibit**

**Number**

**Description**

- |      |  |
|------|--|
| 3.1  | Articles of Amendment and Restatement of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.1 to the registration statement on Form S-11/A of (File No. 333-18880), filed by Rexford Industrial Realty, Inc. On July 15, 2013). |
| 3.2  | Amended and Restated Bylaws of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.2 to the registration statement on Form S-11/A of (File No. 333-18880), filed by Rexford Industrial Realty, Inc. on July 15, 2013).           |
| 3.3* | Articles Supplementary designating the Series A Preferred Stock of Rexford Industrial Realty, Inc.   |
| 4.1* | Form of Specimen Certificate of Series A Preferred Stock of Rexford Industrial Realty, Inc.  |

\* Filed herewith

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Rexford Industrial Realty, Inc.

Date: August 15, 2016

By: /s/ Adeel Khan  
Name: **Adeel Khan**  
Title: **Chief Financial Officer**

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

- |      |  |
|------|--|
| 3.1  | Articles of Amendment and Restatement of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.1 to the registration statement on Form S-11/A of (File No. 333-18880), filed by Rexford Industrial Realty, Inc. On July 15, 2013). |
| 3.2  | Amended and Restated Bylaws of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.2 to the registration statement on Form S-11/A of (File No. 333-18880), filed by Rexford Industrial Realty, Inc. on July 15, 2013).           |
| 3.3* | Articles Supplementary designating the Series A Preferred Stock of Rexford Industrial Realty, Inc.   |
| 4.1* | Form of Specimen Certificate of Series A Preferred Stock of Rexford Industrial Realty, Inc.  |

\* Filed herewith