

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

**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): August 9, 2016**

**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 Number)**

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

**11620 Wilshire Blvd., Suite 1000**

**Los Angeles, California**  
**(Address of Principal Executive Offices)**

**(310) 996-1680**

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

**(Registrant's telephone number including area code)**

**N/A**

**(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:

- .. 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))

**Item 8.01 OTHER EVENTS**

On August 9, 2016, Rexford Industrial Realty, Inc. (the Company ) and its operating partnership subsidiary, Rexford Industrial Realty, L.P. (the Operating Partnership ), entered into an underwriting agreement dated August 9, 2016 (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to the sale of 3,600,000 shares of the Company s 5.875% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series A Preferred Stock ) in connection with an underwritten public offering (the Offering ), pursuant to the Company s effective registration statement on Form S-3 (File No. 333-210691). 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 Offering is expected to close on August 16, 2016, subject to customary closing conditions. The Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated August 9, 2016, among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as the representatives of the several underwriters named therein.

**SIGNATURE**

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 thereunto duly authorized.

**Rexford Industrial Realty, Inc.**

Date: August 15, 2016

By: /s/ Adeel Khan  
Adeel Khan  
Chief Financial Officer