

Rexford Industrial Realty, Inc.  
Form 8-K  
August 08, 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 8, 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 No.)**

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

**11620 Wilshire Blvd., Suite 1000**

**Los Angeles, California**  
**(Address of principal executive offices)**

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

**(310) 996-1680**      **N/A**  
**(Registrant's telephone number, including area code)**      **(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 (see General Instructions A.2.):

- .. 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))

This Current Report on Form 8-K is filed by Rexford Industrial Realty, Inc., a Maryland corporation (referred to herein as the Company, we, our and us ), in connection with the matters described herein.

**ITEM 8.01 OTHER EVENTS**

**Supplemental U.S. Federal Income Tax Considerations**

The information included in this Current Report on Form 8-K under the heading Supplemental U.S. Federal Income Tax Considerations and the information in Exhibit 99.1 hereto is a supplement to, and is intended to be read together with, (i) the discussion under the heading U.S. Federal Income Tax Considerations in the Registration Statement on Form S-3 of Rexford Industrial Realty, Inc. (File No. 333-2210691) filed with the Securities and Exchange Commission on April 11, 2016 and (ii) the discussion under the heading U.S. Federal Income Tax Considerations in Exhibit 99.5 to the Company's Current Report on Form 8-K filed with the SEC on April 11, 2016 (the April 11 Form 8-K Exhibit 99.5). The discussion set forth in the April 11 Form 8-K Exhibit 99.5 superseded and replaced in its entirety, the discussion under the heading U.S. Federal Income Tax Considerations in the prospectus dated October 5, 2014, which is a part of the Company's registration statement on Form S-3 (Registration No. 333-197849) filed with the Securities and Exchange Commission on August 5, 2014 and declared effective on August 12, 2014.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Supplemental U.S. Federal Income Tax Considerations

SIGNATURES

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 hereunto duly authorized.

REXFORD INDUSTRIAL REALTY, INC.

Date: August 8, 2016

By: /s/ Michael S. Frankel  
Michael S. Frankel  
Co-Chief Executive Officer  
(Principal Executive Officer)

Date: August 8, 2016

By: /s/ Howard Schwimmer  
Howard Schwimmer  
Co-Chief Executive Officer  
(Principal Executive Officer)