

DCT Industrial Operating Partnership LP
Form 8-K
October 18, 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):

October 13, 2016

DCT INDUSTRIAL TRUST INC.
DCT INDUSTRIAL OPERATING PARTNERSHIP LP
(Exact Name of Registrants as Specified In Charter)

**Maryland (DCT Industrial Trust
Inc.)**

001-33201

82-0538520

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**Delaware (DCT Industrial Operating
Partnership LP)**

333-195185

82-0538522

(State or Other Jurisdiction of

(Commission File Number)

(I.R.S. Employer

Incorporation of Organization)

Identification No.)

518 17th Street, Suite 800

Denver, CO

80202

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (303) 597-2400

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 13, 2016, the Board of Directors (the Board) of DCT Industrial Trust Inc. (the Company) appointed Tobias Hartmann as a Director of the Company, effective as of October 31, 2016, to serve until the Company's 2017 annual meeting of stockholders. Mr. Hartmann will serve on the Board's Compensation Committee and Investment Committee.

On October 31, 2016, pursuant to the Board's current policy regarding director compensation, the Company will grant Mr. Hartmann shares of phantom stock of the Company with a value equal to \$70,000. The shares of phantom stock will vest in full on the first anniversary of the grant date, subject to continued service as a director.

Additionally, in connection with Mr. Hartmann's appointment to the Board, the Company and Mr. Hartmann will enter into an indemnification agreement in substantially the same form as the Company has entered into with each of the Company's existing directors. The indemnification agreement requires, among other matters, that the Company indemnify Mr. Hartmann to the fullest extent permitted by law for reasonable expenses and liabilities arising out of any proceeding involving Mr. Hartmann by reason of his service as a member of the Board and advance to him all such expenses, subject to reimbursement if it is subsequently determined that indemnification is not permitted.

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.

DCT INDUSTRIAL TRUST INC.

By: /s/ John G. Spiegleman
Name: John G. Spiegleman
Title: Executive Vice President and General Counsel

Date: October 18, 2016

**DCT INDUSTRIAL OPERATING
PARTNERSHIP LP**

By: DCT Industrial Trust Inc., its general partner

By: /s/ John G. Spiegleman
Name: John G. Spiegleman
Title: Executive Vice President and General Counsel

Date: October 18, 2016