

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>Schwimmer Howard</u> (Last) (First) (Middle) 11620 WILSHIRE BOULEVARD SUITE 1000 (Street) LOS ANGELES CA 90025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rexford Industrial Realty, Inc. [REXR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Co-CEO, Co-President
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	02/23/2019		G	379	D	\$0.00	48,996	D	
Common Stock, par value \$0.01	03/12/2019		G	1,747	D	\$0.00	47,249	D	
Common Stock, par value \$0.01	05/13/2019		G	879	D	\$0.00	46,370	D	
Common Stock, par value \$0.01	05/13/2019		G	132	D	\$0.00	46,238	D	
Common Stock, par value \$0.01	11/08/2019		G	167	D	\$0.00	46,071	D	
Common Stock, par value \$0.01	11/19/2019		G	535	D	\$0.00	45,536 ⁽¹⁾	D	
Common Stock, par value \$0.01							13,575	I	See Footnote ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. As of December 31, 2019, the Reporting Person also owned the following: (i) 385,220 common units of limited partnership interest in the Company's operating partnership subsidiary, Rexford Industrial Realty, L.P. (the "Operating Partnership"), of which 7,275 common units are held by the Schwimmer Living Trust dated December 14, 2001 (the "Living Trust") of which the Reporting Person is a trustee, and of which 42,002 common units are held by the Schwimmer Family Irrevocable Trust (the "Family Trust") of which the Reporting Person is a trustee, (ii) 289,698 LTIP Units, a class of limited partnership units in the Operating Partnership, and (iii) 214,760 Performance Units, a class of limited partnership units in the Operating Partnership. The Reporting Person disclaims beneficial ownership of the common units held by the Living Trust and the Family Trust, except to the extent of his pecuniary interest therein.

2. Represents shares of common stock held by the Family Trust, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of such common stock, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Howard Schwimmer

02/14/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.