

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Khan Adeel</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2020	
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LTIP Units <sup>(1)(2)</sup>	(1)(2)	02/26/2020		M <sup>(3)</sup>		32,637 <sup>(3)</sup>		(1)(2)	(1)(2)	Common Stock, par value \$0.01	32,637	\$0.00	61,313	D	
Operating Partnership Units <sup>(4)</sup>	(4)	02/26/2020		M <sup>(3)</sup>		32,637 <sup>(3)</sup>		(4)	(4)	Common Stock, par value \$0.01	32,637	\$0.00	32,637	D	
Performance Units <sup>(5)</sup>	(5)	02/26/2020		M <sup>(6)</sup>		29,344 <sup>(6)</sup>		(5)	(5)	Common Stock, par value \$0.01	29,344	\$0.00	0	D	
Operating Partnership Units <sup>(4)</sup>	(4)	02/26/2020		M <sup>(6)</sup>		29,344 <sup>(6)</sup>		(4)	(4)	Common Stock, par value \$0.01	29,344	\$0.00	61,981 <sup>(7)</sup>	D	

**Explanation of Responses:**

- Represents LTIP Units, a class of limited partnership units in Rexford Industrial Realty, L.P., the operating partnership of the Issuer (the "Operating Partnership"), issued as long term incentive compensation subject to time-based vesting pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the "Incentive Plan"). Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("OP Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership.
- (Continued from Footnote 1) The 32,637 LTIP Units referred to herein have vested and reached such parity.
- Reflects the conversion of 32,637 vested LTIP Units into 32,637 OP Units in accordance with the Operating Partnership's operating agreement.
- Represents OP Units in the Operating Partnership. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable for cash equal to the then-current market value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- Represents Performance Units, a class of limited partnership units in the Operating Partnership. The Performance Units were initially granted on December 29, 2016, pursuant to the Incentive Plan, and vested on December 28, 2019, based on meeting certain performance-based hurdles. Initially, the Performance Units do not have full parity with OP Units with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the Performance Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested Performance Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership. The 29,344 Performance Units referred to herein have vested and reached such parity.
- Reflects the conversion of 29,344 vested Performance Units into 29,344 OP Units in accordance with the Operating Partnership's partnership agreement.
- The Reporting Person also owns the following: (i) 5,460 shares of the Issuer's 5.875% Series A Cumulative Redeemable Preferred Stock and (ii) 2,250 shares of the Issuer's 5.875% Series B Cumulative Redeemable Preferred Stock.

**Remarks:**

/s/ Adeel Khan 02/28/2020  
 \*\* 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.

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