

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) <u>Co-CEO, Co-President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2023	
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)</sup>	(1)(2)	12/21/2023		A		67,997		(1)(2)	(1)(2)	Common Stock, par value \$0.01	67,997	(1)(2)	578,168 <sup>(3)</sup>	D	

**Explanation of Responses:**

- LTIP Units are a class of limited partnership units in Rexford Industrial Realty, L.P. (the "Operating Partnership"). 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. OP Units are redeemable by the holder for an equivalent number of shares of the Issuer's common stock ("Shares") or for the cash value of such Shares, at the Issuer's election.
- (Continued from Footnote 1) The LTIP Units, issued pursuant to the Second Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan, will vest 1/3 in equal installments on December 21 of 2024, 2025 and 2026, subject to earlier vesting upon certain terminations of the Reporting Person's employment or a change of control of the Issuer, in each case as described in the award agreement.
- The Reporting Person also owned the following securities: (i) 437,219 Performance Units, a class of limited partnership units in the Operating Partnership, (ii) 159,039 OP Units, of which 7,275 OP 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 OP Units are held by the Schwimmer Family Irrevocable Trust (the "Family Trust") of which the Reporting Person is a trustee, and (iii) 64,437 Shares, of which 13,575 Shares are held by the Family Trust of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of the OP Units and Shares held by the Living Trust and the Family Trust, except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Howard Schwimmer

12/26/2023

\*\* 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.**