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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
December 29, 2016

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**REXFORD INDUSTRIAL REALTY, INC.**  
(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-36008**  
(Commission File Number)

**46-2024407**  
(IRS Employer Identification No.)

**11620 Wilshire Boulevard, Suite 1000, Los Angeles, California**  
(Address of principal executive offices)

**90025**  
(Zip Code)

**Registrant's telephone number, including area code: (310) 966-1680**

N/A  
(Former name or former address, if changed since last report.)

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

On December 29, 2016, the Compensation Committee of the Board of Directors of Rexford Industrial Realty, Inc. (the “Company”) approved the grant under the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan to Messrs. Schwimmer, Frankel and Khan (collectively, “the executives”) of LTIP Units of the Operating Partnership (“LTIP Units”) and Performance Units of the Operating Partnership (“Performance Units”) (collectively, the “awards”).

The table below sets forth the number of LTIP Units awarded to each of the executives.

<b>Name</b>	<b>Total LTIP Units</b>
Howard Schwimmer	44,034
Michael Frankel	44,034
Adeel Khan	28,622

The table below sets forth the total number of Performance Units awarded to each of the executives, as well as the number of Performance Units that constitute absolute TSR base units and relative TSR base units. The number of Performance Units awarded in excess of the sum of the absolute TSR base units and relative TSR base units represent distribution equivalent units that will vest, if at all, following the end of the Performance Period based upon the number of absolute TSR base units and relative TSR base units that become vested in accordance with their terms.

<b>Name</b>	<b>Total Performance Units</b>	<b>Absolute TSR Base Units</b>	<b>Relative TSR Base Units</b>
Howard Schwimmer	84,575	31,450	47,175
Michael Frankel	84,575	31,450	47,175
Adeel Khan	29,850	11,100	16,650

The terms and conditions of these awards are materially consistent with the terms and conditions of the LTIP Units and Performance Units granted to the executives on December 15, 2015, as described in the Company’s Current Report on Form 8-K filed on December 21, 2015. The description of these awards is subject to and qualified in its entirety by the terms of the forms of Time-Based LTIP Unit Agreement and the OPP Performance Unit Agreement filed as Exhibit 10.2 and Exhibit 10.3, respectively, with the Company’s Current Report on Form 8-K on December 21, 2015.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rexford Industrial Realty, Inc.

January 5, 2017

/s/ Michael S. Frankel

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Michael S. Frankel  
Co-Chief Executive Officer  
(Principal Executive Officer)

Rexford Industrial Realty, Inc.

January 5, 2017

/s/ Howard Schwimmer

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Howard Schwimmer  
Co-Chief Executive Officer  
(Principal Executive Officer)