

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): November 24, 2025

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

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.)

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, \$0.01 par value	REXR	New York Stock Exchange
5.875% Series B Cumulative Redeemable Preferred Stock	REXR-PB	New York Stock Exchange
5.625% Series C Cumulative Redeemable Preferred Stock	REXR-PC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On November 24, 2025, the Board of Directors (the “Board”) of Rexford Industrial Realty, Inc., a Maryland corporation (the “Company”), increased the size of the Board from eight to nine directors effective January 1, 2026, and appointed David Stockert to serve as an independent director of the Company, effective January 1, 2026. Mr. Stockert was also appointed to serve as a member of the Board’s Audit Committee, effective January 1, 2026. The number of directors of the Company will be reduced by two to a total of seven directors effective at the next annual meeting of the Company’s stockholders, eliminating any vacancies on the Board resulting from the completion of Michael S. Frankel and Howard Schwimmer’s service as directors. Effective as of January 1, 2026, Debra L. Morris will no longer serve on the Company’s Audit Committee.

The Board has determined that Mr. Stockert qualifies as an independent director under the New York Stock Exchange (the “NYSE”) rules and the Company’s corporate governance guidelines. Additionally, the Board has determined that Mr. Stockert qualifies as an audit committee financial expert pursuant to the definition adopted by the Securities and Exchange Commission and the listing standards of the NYSE.

Mr. Stockert, 63, has served as a general partner of Sweetwater Opportunity Funds, a series of Atlanta-based private real estate investment funds, since 2019. From 2002 until its merger with Mid-America Apartment Communities, Inc. in 2016, he served as Chief Executive Officer and President of Post Properties, Inc., a real estate investment trust, after joining in 2001 as President and Chief Operating Officer. Prior to joining Post Properties, Inc., Mr. Stockert held senior leadership positions at Duke Realty Corporation and Weeks Corporation, each an Industrial REIT. He has served as a member of the board of directors of Mid-America Apartment Communities, Inc. (NYSE: MAA) since 2016 and previously served on the board of directors of Duke Realty Corporation from 2017 until its acquisition by Prologis, Inc. in 2022. From 2019 to 2022, Mr. Stockert served as lead independent director of Duke Realty Corporation. Earlier in his career, Mr. Stockert was an investment banker focused on real estate and practiced as a Certified Public Accountant at Ernst & Young LLP. He holds an MBA from Columbia Business School and a bachelor’s degree in accounting from the University of Colorado at Boulder.

There are no arrangements or understandings between Mr. Stockert and any other person pursuant to which he was elected as a director. There are no transactions in which Mr. Stockert has an interest requiring disclosure herein under Item 404(a) of Regulation S-K. Mr. Stockert will be compensated in accordance with the Company’s non-employee director compensation program. The Company will enter into its standard indemnification agreement with Mr. Stockert.

Item 7.01 Regulation FD

On November 25, 2025, the Company issued a press release in connection with the appointment of Mr. Stockert to the Board as reported under Item 5.02 above. A copy of this press release is furnished as Exhibit 99.1 to this current report on Form 8-K and incorporated herein by reference.

Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated November 25, 2025
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: November 25, 2025

By: /s/ David E. Lanzer
David E. Lanzer
General Counsel & Secretary



Rexford Industrial Appoints David Stockert to Board of Directors

Los Angeles — November 25, 2025 — Rexford Industrial Realty, Inc. (the “Company” or “Rexford Industrial”) (NYSE: REXR), a real estate investment trust (“REIT”) focused on creating value by investing in and operating industrial properties throughout infill Southern California, today announced the appointment of David Stockert to the Company’s Board of Directors effective January 1, 2026.

Mr. Stockert is a general partner of Sweetwater Opportunity Funds, a series of Atlanta-based private real estate investment funds, a position he has held since 2019. He previously served as Chief Executive Officer and President of Post Properties, Inc. from 2002 until 2016 when Post Properties merged with Mid-America Apartment Communities, Inc. (NYSE: MAA). Mr. Stockert joined Post Properties in 2001 as President and Chief Operating Officer. Mr. Stockert continues to serve on the Board of Directors of MAA. Between 1995 and 2000, Mr. Stockert held senior leadership roles at Duke Realty Corporation and Weeks Corporation, each an industrial REIT. He later served on Duke Realty’s Board of Directors from 2017 until Prologis (NYSE: PLD) acquired Duke Realty in 2022. From 2019 to 2022, Mr. Stockert served as lead independent director of Duke Realty. Earlier in his career, Mr. Stockert was an investment banker focused on real estate and practiced as a Certified Public Accountant.

“We are pleased to welcome Dave to the Rexford Industrial Board and believe the appointment of another highly qualified independent director underscores our continued focus on strengthening governance, enhancing capital allocation discipline and positioning the platform for value creation,” said Tyler Rose, Chairman of the Board. “His experience in industrial real estate, leadership of high-performing public companies and understanding of capital allocation through cycles make him an outstanding addition. Dave’s strategic perspective and industry expertise will directly support our efforts to drive performance and deliver superior returns for investors.”

“I’m delighted to join Rexford’s outstanding team,” said Mr. Stockert. “The Company’s differentiated strategy and exceptional platform position it for long-term value creation. I look forward to working closely with the Board and management team to execute on the opportunities ahead.”

Russell Reynolds Associates (RRA), a leading executive search and leadership advisory firm, partnered with Rexford Industrial on this important mandate. Deb Barbanel, Nick Roberts and Rich Fields led the effort on behalf of RRA.

About Rexford Industrial

Rexford Industrial creates value by investing in, operating and redeveloping industrial properties throughout infill Southern California, the world’s fourth largest industrial market and consistently the highest-demand with lowest-supply major market in the nation over the long term. The Company’s highly differentiated strategy enables internal and external growth opportunities through its proprietary value creation and asset management capabilities. As of September 30, 2025, Rexford Industrial’s high-quality, irreplaceable portfolio comprised 420 properties with approximately 50.9 million rentable square feet occupied by a stable and diverse tenant base. Structured as a real estate investment trust (REIT) listed on the New York Stock Exchange under the ticker “REXR,” Rexford Industrial is an S&P MidCap 400 Index member. For more information, please visit [rexfordindustrial.com](https://www.rexfordindustrial.com).

Forward Looking Statements

This press release may contain forward-looking statements within the meaning of the federal securities laws, which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical

facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” or “potential” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. While forward-looking statements reflect the Company’s good faith beliefs, assumptions and expectations, they are not guarantees of future performance. In addition, projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties. For a further discussion of these and other factors that could cause the Company’s future results to differ materially from any forward-looking statements, see the reports and other filings by the Company with the U.S. Securities and Exchange Commission, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, and other filings with the Securities and Exchange Commission. The Company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes.

Contacts

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