SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Frankel Michael S.	Rexford Industrial Realty, Inc. [REXR]	X Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2020	X Officer (give title below) ☐ Other (specify below)
11620 WILSHIRE BOULEVARD SUITE 1000		Co-CEO, Co-President
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
LOS ANGELES CA 90025		X Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

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	Amount or Number of Shares				
Performance Units[(1)]	[(1)]	12/22/2020		A		72,483[(2)]		[(1)(2)]	[(1)(2)]	Common Stock, par value $0.01	72,483	[(1)(2)]	287,243[(3)]	D	
LTIP Units[(4)]	[(4)(5)]	12/22/2020		A		50,367		[(4)(5)]	[(4)(5)]	Common Stock, par value $0.01	50,367	[(4)(5)]	358,211[(3)]	D	

Explanation of Responses:

1. Performance Units are a class of limited partnership units in Rexford Industrial Realty, L.P., the operating partnership of the Issuer (the "Operating Partnership"). Initially, the Performance 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 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. 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.

2. Reflects Performance Units that were initially granted on December 15, 2017, pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P 2013 Incentive Award Plan, that were subject to performance-based vesting conditions. On December 14, 2020, the measurement period for the performance award ended and on December 22, 2020, the compensation committee certified that 72,483 Performance Units were earned and vested. The number of vested Performance Units reported herein includes 3,733 distribution equivalent units. The vested Performance Units are nonforfeitable as of December 14, 2020.

3. The Reporting Person also owns 131,605 OP Units.

4. LTIP Units are a class of limited partnership units in the Operating Partnership. Initially, the LTIP 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 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 or for the cash value of such Shares, at the Issuer's election.

5. (Continued from Footnote 1) The LTIP Units issued pursuant to the 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 22 of 2021, 2022 and 2023, 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.

Remarks:

/s/ Michael S. Frankel   12/28/2020
** 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.

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.