

**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): July 12, 2021

REXFORD INDUSTRIAL REALTY, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

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 A Cumulative Redeemable Preferred Stock	REXR-PA	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 7.01 Regulation FD Disclosure.

On July 12, 2021, Rexford Industrial Realty, Inc. (the “Company”) issued a press release announcing the redemption described under Item 8.01 below. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the company or the operating partnership under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On July 12, 2021, the Company announced that it will redeem all 3,600,000 shares of its 5.875% Series A Cumulative Redeemable Preferred Stock (par value \$0.01 per share) (the “Series A Preferred Stock”) on August 16, 2021 (the “Redemption Date”). The redemption price for the Series A Preferred Stock is equal to \$25.00 per share, plus all accrued and unpaid dividends on such shares up to but not including the Redemption Date, in an amount equal to \$0.183594 per share, for a total payment of \$25.183594 per share.

This redemption is made at the option of the Company pursuant Section 5 of the Articles Supplementary establishing and fixing the rights and preferences of the Series A Preferred Stock. Series A Preferred Stock held through the Depository Trust Company will be redeemed in accordance with the applicable procedures of the Depository Trust Company.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains certain “forward-looking” statements as that term is defined by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements that are predictive in nature, that depend on or relate to future events or conditions, or that include words such as “believes”, “anticipates”, “expects”, “may”, “will”, “would”, “should”, “estimates”, “could”, “intends”, “plans” or other similar expressions are forward-looking statements. Forward-looking statements involve significant known and unknown risks and uncertainties that may cause the Company’s actual results in future periods to differ materially from those projected or contemplated in the forward-looking statements as a result of, but not limited to, the following factors: timing and consummation of the redemption of the Series A Preferred Stock; risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the redemption of the Series A Preferred Stock; and the impact of legislative, regulatory and competitive changes and other risk factors relating to the industries in which we operate, as detailed from time to time in each of our reports filed with the U.S. Securities and Exchange Commission. There can be no assurance that the proposed transactions will be consummated on the terms described herein or at all.

While forward-looking statements reflect the Company's good faith beliefs, assumptions and expectations, they are not guarantees of future performance. 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, 2020, and the Company's most recent Form 10-Q. 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated July 12, 2021
104	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.

Dated: July 12, 2021

By: /s/ Michael S. Frankel
Michael S. Frankel
Co-Chief Executive Officer

Rexford Industrial Realty, Inc.

Dated: July 12, 2021

By: /s/ Howard Schwimmer
Howard Schwimmer
Co-Chief Executive Officer



Rexford Industrial Announces Redemption of 5.875% Series A Preferred Stock

Los Angeles, CA – July 12, 2021 – Rexford Industrial Realty, Inc. (the “Company” or “Rexford Industrial”) (NYSE: REXR), a real estate investment trust focused on creating value by investing in and operating industrial properties in Southern California infill markets, announced today it intends to redeem all 3,600,000 outstanding shares of its 5.875% Series A Cumulative Redeemable Preferred Stock (CUSIP: 76169C 209). Series A Preferred Stock held through the Depository Trust Company will be redeemed in accordance with the applicable procedures of the Depository Trust Company.

The redemption date will be August 16, 2021. The Series A Preferred Stock will be redeemed for \$25.00 per share, plus all accrued and unpaid dividends to, but not including, the redemption date in an amount equal to \$0.183594 per share, for a total payment of \$25.183594 per share, which will be payable in cash, without interest, on the redemption date. After the redemption date, Series A Preferred Stock will no longer be deemed outstanding and all the rights of the holders of Series A Preferred Stock will terminate, except the right to receive the redemption price. In addition, because all the issued and outstanding shares of Series A Preferred Stock are being redeemed, the Series A Preferred Stock will no longer trade on the New York Stock Exchange after the redemption date. The Series A Preferred Stock currently trades on the NYSE under the symbol REXR-PA.

The notice of redemption and related materials are being mailed to holders of record of Series A Preferred Stock as of July 12, 2021. As specified in the notice of redemption, payment of the applicable redemption price, plus any accrued and unpaid dividends payable on the redemption date, without interest, will be made only upon presentation and surrender of the certificates representing the Series A Preferred Stock to the redemption agent, American Stock Transfer & Trust Company, LLC.

Questions regarding the redemption of the Series A Preferred Stock may be directed to American Stock Transfer & Trust Company, LLC at:

American Stock Transfer & Trust Company, LLC
Operations Center
6201 15th Avenue
Brooklyn, NY 11219
Attention: Reorganization Department
Tel.: (800) 937-5449

Contact

Investor Relations
Kosta Karmaniolas
310-691-5475
kkarmaniolas@rexfordindustrial.com

About Rexford Industrial

Rexford Industrial, a real estate investment trust focused on creating value by investing in and operating industrial properties throughout Southern California infill markets, owns 266 properties with approximately 33.0 million rentable square feet and manages an additional 20 properties with approximately 1.0 million rentable square feet.

For additional information, visit www.rexfordindustrial.com.

Safe Harbor Statement

This press release contains 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. 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, 2020, and the Company's most recent Form 10-Q. 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.