

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>ZIMAN RICHARD S</u> (Last) (First) (Middle) <u>11620 WILSHIRE BOULEVARD, SUITE 1000</u> (Street) <u>LOS ANGELES CA 90025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rexford Industrial Realty, Inc. [NYSE: REXR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Common Stock, par value \$0.01	10/29/2013		D ⁽¹⁾		184,308	D	\$0	129,757	D	
Common Stock, par value \$0.01	10/29/2013		J ⁽²⁾		2,921	A	\$14 ⁽³⁾	132,678	D	
Common Stock, par value \$0.01	10/29/2013		J ⁽⁹⁾		131	A	\$14 ⁽³⁾	132,809	I	See Footnote ⁽¹⁰⁾

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				
Operating Partnership Units ⁽⁴⁾	(5)	10/29/2013		D ⁽⁶⁾			337,166	09/24/2014	(7)	Common Stock, par value \$0.01	337,166	(8)	303,732	D	
Operating Partnership Units ⁽⁴⁾	(5)	10/29/2013		D ⁽¹⁵⁾			25,717	09/24/2014	(7)	Common Stock, par value \$0.01	25,717	(8)	278,015	I	See Footnote ⁽¹⁶⁾
Operating Partnership Units ⁽⁴⁾	(5)	10/29/2013		J ⁽¹¹⁾		44,820		09/24/2014	(7)	Common Stock, par value \$0.01	44,820	(8)	322,835	I	See Footnote ⁽¹²⁾
Operating Partnership Units ⁽⁴⁾	(5)	10/29/2013		J ⁽¹³⁾		60		09/24/2014	(7)	Common Stock, par value \$0.01	60	(8)	322,895	I	See Footnote ⁽¹⁴⁾

Explanation of Responses:

- Represents shares of restricted common stock of Rexford Industrial Realty, Inc. (the "Issuer") canceled pursuant to the accommodation between the Issuer and certain pre-initial public offering investors, as more fully described in the 8-K filed by the Issuer on October 30, 2013 (the "Accommodation"). The shares of restricted common stock were initially granted pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Equity Incentive Award Plan, dated July 24, 2013 by and between the Issuer, Rexford Industrial Realty, L.P. (the "Operating Partnership") and the Reporting Person. The shares of restricted common stock are being canceled pursuant to a Restricted Stock Cancellation Agreement entered into by and among the Reporting Person and the Issuer.
- Represents shares of common stock of the Issuer acquired pursuant to the Accommodation due to the Reporting Person's equity investment in the Issuer's predecessor business.
- For purposes of the Accommodation, shares of the common stock of the Issuer were valued at \$14.00, which was the initial public offering price per share of the Issuer's common stock.
- Represents common units of limited partnership interests ("OP Units") in the Operating Partnership. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable beginning September 24, 2014 for cash equal to the then-current market value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- Represents OP Units returned to the Issuer pursuant to the Accommodation.
- N/A
- For purposes of the Accommodation, OP Units were valued at \$14.00, which was the initial public offering price per share of the Issuer's common stock.
- Represents shares of common stock of the Issuer acquired pursuant to the Accommodation due to the equity investment in the Issuer's predecessor business by affiliates of the Reporting Person.
- Represents shares of common stock acquired pursuant to the Accommodation by affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such common stock, except to the extent of his pecuniary interest therein.
- Represents OP Units acquired pursuant to the Accommodation due to the equity investment in the Issuer's predecessor business by RSZ Trust, for which the Reporting Person is the trustee.
- Represents OP Units acquired pursuant to the Accommodation by the RSZ Trust, for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.
- Represents OP Units acquired pursuant to the Accommodation due to the equity investment in the Issuer's predecessor business by affiliates of the Reporting Person.
- Represents OP Units acquired pursuant to the Accommodation by affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.
- Represents OP Units returned to the Issuer pursuant to the Accommodation by RSZ Trust, for which the Reporting Person is the trustee.
- Represents OP Units returned to the Issuer pursuant to the Accommodation by RSZ Trust, for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.

/s/ Marie Ly, as attorney-in-fact 10/30/2013

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.