

Khan Adeel
 Form 4
 December 18, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Khan Adeel

2. Issuer Name and Ticker or Trading Symbol
 Rexford Industrial Realty, Inc.
 [REXR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 11620 WILSHIRE
 BOULEVARD, SUITE 1000
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

LOS ANGELES, CA 90025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------------------|---|-------------------------|--------------------|--|----------------------|------------------|---------------------|--------------------|---|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Units <u>(1)</u> | <u>(1)</u> | 12/14/2018 | A | | 44,750 <u>(2)</u> | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock, par value \$0.01 | 44,750 |
| LTIP Units <u>(3)</u> | <u>(3)</u> | 12/15/2018 | A | | 24,665 | | <u>(3)(4)</u> | <u>(3)(4)</u> | Common Stock, par value \$0.01 | 24,665 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Khan Adeel 11620 WILSHIRE BOULEVARD SUITE 1000 LOS ANGELES, CA 90025 | | | Chief Financial Officer | |

Signatures

/s/ Adeel Khan 12/18/2018
 __Signature of Date
 Reporting Person

Explanation of Responses:

* 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).

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

(1) 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 or for the cash value of such shares, at the Issuer's election.

Reflects an award of Performance Units that was initially granted on December 15, 2015, pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P 2013 Incentive Award Plan, that was subject to performance-based vesting conditions. On December

(2) 14, 2018, the measurement period for the performance award ended and 44,750 Performance Units vested. The number of vested Performance Units reported herein includes 2,759 distribution equivalent units. The vested Performance Units are nonforfeitable as of December 14, 2018.

(3) 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

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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 of the Issuer's common stock or for the cash value of such shares, at the Issuer's election.

The LTIP Units issued pursuant to the Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013

- (4) Incentive Award Plan will vest 1/3 in equal installments on December 15 of 2019, 2020 and 2021, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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