

Rexford Industrial Realty, Inc.
 Form 144
 June 13, 2016

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

OMB APPROVAL
 OMB Number:
 3235-0101
 Expires : May 31,
 2017
 Estimated average
 burden
 hours per response . .
 . . 1.00

FORM 144

SEC USE
 ONLY
 DOCUMENT
 SEQUENCE
 NO.

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF
 1933

CUSIP
 NUMBER

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute a sale or executing a sale directly with a market maker.

WORK
 LOCATION

1 (a) NAME OF ISSUER (Please type or print) Rexford Industrial Realty, Inc.
 (b) IRS IDENT. NO. 46-2024407
 (c) S.E.C. FILE NO. 001-36008

1 (d) ADDRESS OF ISSUER
 STREET CITY STATE ZIP CODE
 11620 Wilshire Boulevard, Suite 1000 Los Angeles CA 90025
 (e) TELEPHONE NO. 310-66-1680
 AREA NUMBER CODE

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Adeel Khan
 (b) RELATIONSHIP TO ISSUER Officer
 (c) ADDRESS STREET c/o Rexford Industrial Realty, Inc. 11620 Wilshire Boulevard, Suite 1000
 CITY STATE ZIP CODE Los Angeles, CA 90025

INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number and the S.E.C. File Number.

| | | | | | | | |
|--------------|-----|---------------------------|-----------|------------------|------------------|--------------------------|--------------|
| 3(a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) | (g) |
| Title of the | | Broker-Dealer File Number | Number of | Aggregate Market | Number of Shares | Approximate Date of Sale | Name of Each |

Edgar Filing: Rexford Industrial Realty, Inc. - Form 144

| Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Share Value or Other Units (See instr. 3(d)) To Be Sold | or Other Units Outstanding (See instr. YR.) 3(e) | Securities Exchange (See instr. 3(g)) |
|--------------------------------|--|---|--|---------------------------------------|
| Common Stock | Fidelity Brokerage Services LLC 100 Summer Street Boston, MA 02110 | \$372,890 17,890 (as of June 10, 2016) | 66,018,161 (as of May 4, 2016) | NYSE |

INSTRUCTIONS:

1. (a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
Such person's relationship to the issuer (e.g.,
(b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
Aggregate market value of the securities to be sold as of a
(d) specified date within 10 days prior to the filing of this notice
Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as
(e) shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)

TABLE I ----- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|---|--|-------------------------------|-----------------|-------------------|
| Common Stock | 7/24/2013 | Shares acquired in transactions relating to the formation of Rexford Industrial Realty, Inc. and its operating partnership subsidiary, Rexford Industrial Realty, L.P. pursuant to contribution or merger agreements. | Rexford Industrial Realty, Inc. | 12,983 | N/A | N/A |
| Common Stock | 7/24/2013 | Shares acquired pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Equity Incentive Award Plan that vested on July 24, 2014. | Rexford Industrial Realty, Inc. | 4,910 | N/A | N/A |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II --- SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:
INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144, Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

6/13/2016 /s/ Adeel Khan
Date of Notice By: Adeel Khan
Chief Financial Officer

DATE OF The notice shall be signed
PLAN OF by the person for whose
ADOPTION OR account the securities are to
GIVING OF be sold. At least one copy of
INSTRUCTION, the notice shall be manually
IF RELYING signed. Any copies not
ON RULE manually signed shall bear
10B5-1 typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).

SEC 1147 (02-08)