

ZIMAN RICHARD S
Form 5
February 14, 2018

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ZIMAN RICHARD S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

11620 WILSHIRE BOULEVARD, SUITE 1000

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90025

(City) (State) (Zip)

Form Filed by One Reporting Person
 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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (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) | | | | |
|--|--|----------------------|-----------------|---|----------------------|------------------|------------------|------------------|--------------------------------|--------|
| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares | | | | | |
| Operating Partnership Units ⁽¹⁾ | Â | 06/05/2017 | Â | G | Â | 20,000 | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock, par value \$0.01 | 20,000 |
| Operating Partnership Units ⁽¹⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock, par value \$0.01 | 180,07 |
| Operating Partnership Units ⁽¹⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock, par value \$0.01 | 413 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZIMAN RICHARD S 11620 WILSHIRE BOULEVARD SUITE 1000 LOS ANGELES, CA 90025 | Â X | Â | Â | Â |

Signatures

/s/ Richard S. Ziman 02/14/2018

^{**}Signature of Reporting Person Date

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).
- Represents common units of limited partnership interests ("OP Units") in Rexford Industrial Realty, L.P. (the "Operating Partnership").
- (1) The Issuer is the general partner of the Operating Partnership. OP Units are redeemable for cash equal to the then-current market value of one share of common stock of the Issuer, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
 - (2) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
 - (3) n/a
 - (4) Represents OP Units held 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.

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- (5) Represents OP Units held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.

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