Rexford Industrial Realty, Inc.
Form 8-K
January 12, 2015

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 Reort (Date of earliest event reported):

January 9, 2015

REXFORD INDUSTRIAL REALTY, INC.

(Exact name of registrant as specified in its charter)

Maryland	001-36008	46-2024407
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
11620 Wilshire Boulevard, Suite 1000, Los Angeles, California		90025
(Address of principal executive offices)		(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 (see General Instructions A.2.):

¨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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On January 12, 2015, Rexford Industrial Realty, Inc. (the "Company") notified the New York Stock Exchange (the "NYSE") that, due to the resignation of independent director Joel S. Marcus from the Company's board of directors effective January 9, 2015, the Company had only three independent directors serving on its then seven-member board of directors. Accordingly, effective January 9, 2015, the Company's board of directors did not satisfy Section 303A.01 of the NYSE Listed Company Manual, which requires that the board of directors of a listed company be comprised of a majority of independent directors. In addition, because Mr. Marcus was a member of the audit committee, the Company was also not in compliance with Section 303A.07 of the NYSE Listed Company Manual, which requires that an audit committee must have a minimum of three members.

In order to cure the deficiencies described in the previous paragraph, the board of directors of the Company is actively searching for an independent director to replace Mr. Marcus.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On January 9, 2015, Joel S. Marcus resigned as a director of the Company as a result of voting guidelines adopted by Institutional Shareholder Services Inc. and Glass Lewis & Co., LLC which effectively prevents chief executive officers of public companies from serving as a director of more than two additional public companies. Mr. Marcus's resignation is not due to any disagreement with the Company on any matter related to the Company's operations, policies or practices.

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 thereunto authorized.

Rexford Industrial Realty, Inc.

January 12, 2015 /s/ Michael S. Frankel
Michael S. Frankel
Co-Chief Executive Officer
(Principal Executive Officer)

Rexford Industrial Realty, Inc.

January 12, 2015 /s/ Howard Schwimmer
Howard Schwimmer
Co-Chief Executive Officer
(Principal Executive Officer)