

Rexford Industrial Realty, Inc.
Form 8-K
November 29, 2016

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 Report (Date of earliest event reported):
November 22, 2016

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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On November 22, 2016, Rexford Industrial Realty, Inc., through its operating partnership, Rexford Industrial Realty, L.P., completed the sale of a 115,760 rentable square foot industrial property located at 22343-22349 La Palma Avenue, in Yorba Linda, California, to an unaffiliated third party for a contract price of \$17.0 million.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(b) The following pro forma financial statements are filed herewith:

Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2016 (unaudited)

Pro Forma Condensed Consolidated Statement of Operations for the Nine Months Ended September 30, 2016 (unaudited)

Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015 (unaudited)

Notes to the Pro Forma Condensed Consolidated Financial Statements

REXFORD INDUSTRIAL REALTY, INC.
UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated balance sheet as of September 30, 2016, is based on Rexford Industrial Realty, Inc.'s (the "Company") historical consolidated balance sheet and gives effect to the sale on November 22, 2016, of a 115,760 rentable square foot industrial property located at 22343-22349 La Palma Avenue, in Yorba Linda, California (the "Property"), for a contract price of \$17.0 million as if such transaction had occurred on September 30, 2016. The unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2016, and the year ended December 31, 2015, have been prepared to reflect the estimated effect of the disposition of the Property as if such transaction had occurred on January 1, 2015.

The unaudited pro forma financial information is not necessarily indicative of what the Company's results of operations or financial condition would have been assuming the disposition of the Property had occurred on the dates discussed above, nor is it indicative of the Company's results of operations or financial condition for future periods. In management's opinion, all adjustments necessary to reflect the effect of the disposition transaction have been made. The unaudited pro forma condensed financial statements should be read together with the Company's historical consolidated financial statements and related notes included in the Company's Quarterly Report on Form 10-Q for the nine months ended September 30, 2016, filed with the Securities and Exchange Commission (the "SEC") on November 7, 2016, and the Company's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 25, 2016.

REXFORD INDUSTRIAL REALTY, INC.
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

As of September 30, 2016

(Unaudited and in thousands – except share and per share data)

| | Rexford Industrial Realty, Inc. (A) | Property Disposition- Pro Forma Adjustments (B) | Pro Forma Rexford Industrial Realty, Inc. |
|---|--|---|--|
| ASSETS | | | |
| Investments in real estate, net | \$1,371,268 | \$ (11,601) | \$1,359,667 |
| Cash and cash equivalents | 55,263 | 16,251 | 71,514 |
| Note receivable | 5,817 | — | 5,817 |
| Rents and other receivables, net | 2,633 | — | 2,633 |
| Deferred rent receivable, net | 10,913 | (66) | 10,847 |
| Deferred leasing costs, net | 8,064 | (53) | 8,011 |
| Deferred loan costs, net | 996 | — | 996 |
| Acquired lease intangible assets, net | 38,093 | 49 | 38,142 |
| Acquired indefinite-lived intangible | 5,215 | — | 5,215 |
| Other assets | 5,522 | — | 5,522 |
| Acquisition related deposits | 400 | — | 400 |
| Investment in unconsolidated real estate entities | — | — | — |
| Total Assets | 1,504,184 | 4,580 | 1,508,764 |
| LIABILITIES & EQUITY | | | |
| Liabilities | | | |
| Notes payable | 500,428 | — | 500,428 |
| Interest rate swap liability | 5,938 | — | 5,938 |
| Accounts payable, accrued expenses and other liabilities | 18,433 | (37) | 18,396 |
| Dividends payable | 9,214 | — | 9,214 |
| Acquired lease intangible liabilities, net | 5,722 | — | 5,722 |
| Tenant security deposits | 14,946 | (195) | 14,751 |
| Prepaid rents | 3,945 | (68) | 3,877 |
| Total Liabilities | 558,626 | (300) | 558,326 |
| Equity | | | |
| Rexford Industrial Realty, Inc. stockholders' equity | | | |
| Preferred stock, \$0.01 par value, 10,000,000 shares authorized; 5.875% series | | | |
| A cumulative redeemable preferred stock, liquidation preference \$25.00 per share, 3,600,000 shares outstanding at September 30, 2016 | 86,664 | — | 86,664 |
| Common Stock, \$0.01 par value 490,000,000 shares authorized and 66,048,341 shares outstanding at September 30, 2016 | 658 | — | 658 |
| Additional paid in capital | 898,354 | — | 898,354 |
| Cumulative distributions in excess of earnings | (56,651) | 4,631 | (52,020) |
| Accumulated other comprehensive loss | (5,764) | — | (5,764) |
| Total stockholders' equity | 923,261 | 4,631 | 927,892 |
| Noncontrolling interests | 22,297 | 151 | 22,448 |
| Total Equity | 945,558 | 4,782 | 950,340 |
| Total Liabilities and Equity | \$1,504,184 | \$ 4,482 | \$1,508,666 |

REXFORD INDUSTRIAL REALTY, INC.

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

For the Nine Months Ended September 30, 2016

(Unaudited and in thousands – except share and per share data)

| | Rexford Industrial Realty, Inc. (AA) | Property Disposition- Pro Forma Adjustments (BB) | Pro Forma Rexford Industrial Realty, Inc. |
|---|---|--|---|
| RENTAL REVENUES | | | |
| Rental income | \$ 77,903 | \$ (937) | \$ 76,966 |
| Tenant reimbursements | 12,144 | (30) | 12,114 |
| Other income | 764 | (15) | 749 |
| TOTAL RENTAL REVENUES | 90,811 | (982) | 89,829 |
| Management, leasing and development services | 376 | — | 376 |
| Interest income | 228 | — | 228 |
| TOTAL REVENUES | 91,415 | (982) | 90,433 |
| OPERATING EXPENSES | | | |
| Property expenses | 24,480 | (371) | 24,109 |
| General and administrative | 13,190 | — | 13,190 |
| Depreciation and amortization | 37,165 | (294) | 36,871 |
| TOTAL OPERATING EXPENSES | 74,835 | (665) | 74,170 |
| OTHER EXPENSE | | | |
| Acquisition expenses | 1,490 | — | 1,490 |
| Interest expense | 10,774 | — | 10,774 |
| TOTAL OTHER EXPENSE | 12,264 | — | 12,264 |
| TOTAL EXPENSES | 87,099 | (665) | 86,434 |
| Equity in income from unconsolidated real estate entities | 1,451 | — | 1,451 |
| Gains on sale of real estate | 11,563 | | 11,563 |
| NET INCOME | 17,330 | (317) | 17,013 |
| Less: net income attributable to noncontrolling interest | (533) | 10 | (523) |
| NET INCOME ATTRIBUTABLE TO REXFORD INDUSTRIAL REALTY, INC. | 16,797 | (307) | 16,490 |
| Less: preferred stock dividends | (661) | — | (661) |
| Less: earnings allocated to participating securities | (223) | — | (223) |
| NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS | \$ 15,913 | \$ (307) | \$ 15,606 |
| Net income available to common stockholders per share - basic and diluted | \$ 0.26 | | \$ 0.25 |
| Weighted average shares of common stock outstanding - basic | 61,694,835 | | 61,694,835 |
| Weighted average shares of common stock outstanding - diluted | 61,919,976 | | 61,919,976 |

REXFORD INDUSTRIAL REALTY, INC.

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

For the Year Ended December 31, 2015

(Unaudited and in thousands – except share and per share data)

| | Rexford Industrial Realty, Inc. (CC) | Property Disposition- Pro Forma Adjustments (DD) | Pro Forma Rexford Industrial Realty, Inc. |
|--|---|--|---|
| RENTAL REVENUES | | | |
| Rental revenues | \$ 81,114 | \$ (1,096) | \$ 80,018 |
| Tenant reimbursements | 10,479 | (27) | 10,452 |
| Other income | 1,013 | (14) | 999 |
| TOTAL RENTAL REVENUES | 92,606 | (1,137) | 91,469 |
| Management, leasing and development services | 584 | — | 584 |
| Interest income | 710 | — | 710 |
| TOTAL REVENUES | 93,900 | (1,137) | 92,763 |
| OPERATING EXPENSES | | | |
| Property expenses | 25,000 | (440) | 24,560 |
| General and administrative | 15,016 | — | 15,016 |
| Depreciation and amortization | 41,837 | (488) | 41,349 |
| TOTAL OPERATING EXPENSES | 81,853 | (928) | 80,925 |
| OTHER EXPENSE | | | |
| Acquisition expenses | 2,136 | — | 2,136 |
| Interest expense | 8,453 | — | 8,453 |
| TOTAL OTHER EXPENSE | 10,589 | — | 10,589 |
| TOTAL EXPENSES | 92,442 | (928) | 91,514 |
| Equity in income from unconsolidated real estate entities | 93 | — | 93 |
| Gain from early repayment of note receivable | 581 | — | 581 |
| Loss on extinguishment of debt | (182) |) — | (182) |
| NET INCOME | 1,950 | (209) | 1,741 |
| Net income attributable to noncontrolling interests | (76) |) 8 | (68) |
| NET INCOME ATTRIBUTABLE TO REXFORD INDUSTRIAL REALTY, INC. | 1,874 | (201) | 1,673 |
| Less: earnings allocated to participating securities | (223) |) — | (223) |
| NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS | \$ 1,651 | \$ (201) | \$ 1,450 |
| Net income attributable to common stockholders per share - basic and diluted | \$ 0.03 | | \$ 0.03 |
| Weighted average shares of common stock outstanding - basic and diluted | 54,024,923 | | 54,024,923 |

REXFORD INDUSTRIAL REALTY, INC.

NOTES TO THE UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Balance sheet adjustments

Represents the unaudited historical balance sheet of the Company as of September 30, 2016. See the historical (A) consolidated financial statements and notes thereto included in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the SEC on November 7, 2016.

Adjustments reflect the net sale proceeds received from the sale of the Property and the elimination of the related (B) account balances as if the sale was consummated as of September 30, 2016. Cumulative distributions in excess of earnings and Noncontrolling interests have been increased to reflect the receipt of net sale proceeds and removal of assets and liabilities related to the sale, as follows (in thousands):

| | |
|---------------------------------------|-----------|
| Contract sale price | \$17,000 |
| Closing credits and transaction costs | (749) |
| Net proceeds from sale | \$16,251 |
| Net book value of the Property | (11,469) |
| Gain on sale | \$4,782 |

2. Income statement adjustments

(AA) Represents the unaudited historical consolidated statement of operations of the Company for the nine months ended September 30, 2016. See the historical consolidated financial statements and notes thereto included in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the SEC on November 7, 2016.

(BB) The pro forma adjustments reflect the results of operations for the Property for the nine months ended September 30, 2016.

(CC) Represents the audited historical consolidated statement of operations of the Company for the year ended December 31, 2015. See the historical consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 25, 2016.

(DD) The pro forma adjustments reflect the results of operations for the Property for the year ended December 31, 2015.

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 hereunto duly authorized.

Rexford Industrial Realty, Inc.

November 29, 2016 /s/ Adeel Khan
Adeel Khan
Chief Financial Officer