

INDEPENDENCE REALTY TRUST, INC  
 Form 4  
 October 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
 RAIT Financial Trust

2. Issuer Name and Ticker or Trading Symbol  
 INDEPENDENCE REALTY TRUST, INC [IRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 TWO LOGAN SQUARE,, 100 N. 18TH ST., 23 RD FL.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/05/2016

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

PHILADELPHIA, PA 19103

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)	Price	
Common Stock	10/05/2016 <sup>(1)</sup>		S <sup>(1)</sup>		7,269,719 <sup>(1)</sup>	\$ 8.55	0
							I
							See footnote (1)

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAIT Financial Trust TWO LOGAN SQUARE, 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Belle Creek Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Centrepoint Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Copper Mill Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Crestmont Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Cumberland Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL. PHILADELPHIA, PA 19103		X		
Heritage Trace Member, LLC TWO LOGAN SQUARE 100 N. 18TH ST., 23 RD FL.		X		

PHILADELPHIA, PA 19103

RAIT NTR Holdings, LLC  
TWO LOGAN SQUARE  
100 N. 18TH ST., 23 RD FL  
PHILADELPHIA, PA 19103 X

Taberna IR Holdings Member, LLC  
TWO LOGAN SQUARE  
100 N. 18TH ST., 23 RD FL.  
PHILADELPHIA, PA 19103 X

Tresa At Arrowhead Member, LLC  
TWO LOGAN SQUARE  
100 N. 18TH ST., 23 RD FL.  
PHILADELPHIA, PA 19103 X

## Signatures

/s/ Anders F. Laren,  
attorney-in fact  
10/06/2016

\_\_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).

(1) These shares represent the aggregate number of shares that were sold by subsidiaries of RAIT Financial Trust, as follows: RAIT NTR Holdings, LLC-2,060,719, Belle Creek Member, LLC-352,500, Centrepoint Member, LLC-1,190,000, Copper Mill Member, LLC-736,500, Crestmont Member, LLC-675,000, Cumberland Member, LLC-690,000, Heritage Trace Member, LLC-550,000, Taberna IR Holdings Member, LLC-97,500, and Tresa At Arrowhead Member, LLC-917,500. These shares were sold at the first closing contemplated by the Securities and Asset Purchase Agreement dated as of September 27, 2016 by and among RAIT Financial Trust ("RAIT"), affiliates of RAIT named therein, Independence Realty Trust, Inc. and Independence Realty Operating Partnership, LP.

Note: File three copies of this Form, one of which must be manually signed. If space 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.