





Item 1.01 Entry into a Material Definitive Agreement.

On January 16, 2018, Rexford Industrial Realty, Inc. (the "Company"), as parent, and Rexford Industrial Realty, L.P. (the "Borrower"), as borrower, entered into the Fourth Amendment to Credit Agreement (the "Fourth Amendment") to amend the Company's Credit Agreement, dated as of January 14, 2016 (as amended from time to time), among the Company, the Borrower, PNC Bank, National Association, as administrative agent and lender, and the other lenders named therein (the "Credit Agreement").

Amounts outstanding under the Credit Agreement bear interest at a rate equal to, at the Borrower's option, either (i) LIBOR plus an applicable margin that is based upon the Company's leverage ratio or (ii) the Base Rate, as defined in the Credit Agreement, plus an applicable margin that is based on the Company's leverage ratio. The Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.50% to 2.25% per annum to a range of 1.20% to 1.70% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.50% to 1.25% per annum to a range of 0.20% to 0.70%.

If the Company obtains one additional investment grade rating by one or more of Standard & Poor's or Moody's Investor Services to complement the Company's current investment grade Fitch rating, the Company may elect to convert the pricing structure under the Credit Agreement to be based on such rating. Under this pricing structure, the Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.40% to 2.35% per annum to a range of 0.90% to 1.75% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.40% to 1.35% per annum to a range of 0.00% to 0.75% per annum.

The foregoing summary of the Fourth Amendment does not purport to be complete and is qualified in its entirety by reference to the Fourth Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Fourth Amendment to Credit Agreement, dated as of January 16, 2018, among Rexford Industrial Realty, L.P., 10.1 Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent and a lender, and the other lenders named therein.

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**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.

January 22, 2018 /s/ Adeel Khan  
Adeel Khan  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
10.1	<u>Fourth Amendment to Credit Agreement, dated as of January 16, 2018, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent and a lender, and the other lenders named therein.</u>