

Rexford Industrial Realty, Inc.
Form 424B5
August 14, 2014
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-197850**

Prospectus Supplement

(To Prospectus dated August 12, 2014)

15,000,000 Shares

Common Stock

We are offering 15,000,000 shares of our common stock, \$0.01 par value per share.

We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes. To assist us in complying with certain federal income tax requirements applicable to REITs, our charter contains certain restrictions relating to the ownership and transfer of our capital stock, including an ownership limit of 9.8% of the outstanding shares of our common stock.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol REXR, and the last reported sale price of our common stock on the NYSE on August 11, 2014 was \$13.95 per share.

See **Risk Factors** beginning on page S-7 of this prospectus supplement and the risks set forth under the caption **Item 1A. Risk Factors** included in our most recent Annual Report on Form 10-K, which is incorporated by reference herein, for certain risks relevant to an investment in our common stock.

	Per Share	Total
Public offering price	\$ 13.5000	\$ 202,500,000
Underwriting discount ⁽¹⁾	\$0.5737	\$8,605,500
Proceeds, before expenses, to us	\$ 12.9263	\$ 193,894,500

(1) We refer you to Underwriting beginning on page S-28 of this prospectus supplement for additional information regarding underwriting compensation.

The underwriters may also exercise their option to purchase up to an additional 2,250,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

Our Chairman, Richard Ziman, and our Co-Chief Executive Officers, Howard Schwimmer and Michael Frankel, are being allocated the opportunity to purchase shares of our common stock in this offering at the public offering price, for a purchase price of up to \$300,000, \$200,000 and \$250,000, respectively. As of June 30, 2014, Messrs. Ziman, Schwimmer and Frankel beneficially owned 109,290 shares, 53,263 shares and 21,303 shares of our outstanding common stock, respectively. Based on the public offering price of \$13.50 per share, Messrs. Ziman, Schwimmer and Frankel are being allocated the opportunity to purchase 22,222 shares, 14,815 shares and 18,519 shares, respectively, of our common stock in this offering and have indicated an interest in purchasing all of such shares. The underwriters will receive the same discount from any shares of our common stock purchased by Messrs. Ziman, Schwimmer and Frankel as they will from any other shares of our common stock sold to the public in this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about August 19, 2014.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Wells Fargo Securities

Citigroup

Jefferies

Piper Jaffray

The date of this prospectus supplement is August 14, 2014

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You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction where it is unlawful to make such offer or solicitation. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates or on the date or dates which are specified in these documents. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering.

To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or documents incorporated by reference, the information in this prospectus supplement will supersede such information. In addition, any statement in a filing we make with the Securities and Exchange Commission that adds to, updates or changes information contained in an earlier filing we made with the Securities and Exchange Commission shall be deemed to modify and supersede such information in the earlier filing.

*This prospectus supplement does not contain all of the information that is important to you. You should read the accompanying prospectus as well as the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See **Incorporation by Reference** and **Where You Can Find More Information** in this prospectus supplement and the accompanying prospectus. Unless otherwise indicated or unless the context requires otherwise, references in this prospectus supplement to **we**, **our**, **us** and **our company** refer to Rexford Industrial Realty, Inc., a Maryland corporation, Rexford Industrial Realty, L.P., and any of our other subsidiaries. Rexford Industrial Realty, L.P. is a Maryland limited partnership of which we are the sole general partner and to which we refer in this prospectus supplement as our operating partnership.*

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents that we incorporate by reference in each contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities and Exchange Act of 1934, as amended, or the Exchange Act). Also, documents we subsequently file with the Securities and Exchange Commission and incorporate by reference will contain forward-looking statements. In particular, statements relating to our liquidity and capital resources, portfolio performance and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial or operating performance (including anticipated funds from operations, or FFO), or anticipated market conditions and demographics are forward-looking statements. We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. We caution investors that any forward-looking statements presented in this prospectus supplement and the accompanying prospectus and the documents that we incorporate by reference in each are based on management's beliefs and assumptions made by, and information currently available to, management. When used, the words anticipate, believe, expect, intend, may, might, plan, estimate, project, should, will, expressions that do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all).

Some of the risks and uncertainties that may cause our actual results, performance, liquidity or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

the competitive environment in which we operate;

real estate risks, including fluctuations in real estate values and the general economic climate in local markets and competition for tenants in such markets;

decreased rental rates or increasing vacancy rates;

potential defaults on or non-renewal of leases by tenants;

potential bankruptcy or insolvency of tenants;

acquisition risks, including failure of such acquisitions to perform in accordance with projections;

the timing of acquisitions and dispositions;

potential natural disasters such as earthquakes, wildfires or floods;

national, international, regional and local economic conditions;

the general level of interest rates;

potential changes in the law or governmental regulations that affect us and interpretations of those laws and regulations, including changes in real estate, zoning, environmental or REIT tax laws, and potential increases in real property tax rates;

financing risks, including the risks that our cash flows from operations may be insufficient to meet required payments of principal and interest and we may be unable to refinance our existing debt upon maturity or obtain new financing on attractive terms or at all;

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lack of or insufficient amounts of insurance;

our ability to qualify and maintain our qualification as a REIT;

litigation, including costs associated with prosecuting or defending pending or threatened claims and any adverse outcomes; and

possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a further discussion of these and other factors that could impact our future results, performance, liquidity or transactions, see the section entitled Risk Factors, including the risks incorporated therein from our most recent Annual Report on Form 10-K, as updated by our subsequent filings with the Securities and Exchange Commission and incorporated by reference herein.

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PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in our common stock. We urge you to read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein carefully, including the financial statements and notes to those financial statements incorporated by reference herein and therein. Please read **Risk Factors** for more information about important risks that you should consider before investing in our common stock.*

Rexford Industrial Realty, Inc.

We are a self-administered and self-managed real estate invest trust, or REIT, focused on owning and operating industrial properties in Southern California infill markets. Our goal is to generate attractive risk-adjusted returns for our stockholders by providing superior access to industrial property investments in Southern California infill markets.

We completed our initial public offering (IPO) in July 2013. As of June 30, 2014, our consolidated portfolio consists of 82 properties with approximately 7.9 million rentable square feet. We also own a 15% interest in a joint venture (the JV) that indirectly owns three properties with approximately 1.2 million square feet, which we manage. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

We will elect to be taxed as a REIT for federal income tax purposes on our federal income tax return commencing with our taxable year ended December 31, 2013. We believe that we have been organized and have operated, and we intend to continue operating, in a manner that will allow us to qualify as a REIT for federal income tax purposes commencing with such taxable year. We conduct substantially all of our business through our operating partnership, of which we are the sole general partner.

Recent Developments

Acquisitions and Acquisition Pipeline. Since completing our IPO, we have acquired 31 properties totaling 3.1 million rentable square feet for an aggregate purchase price of approximately \$309 million, which has expanded the total rentable square footage of our portfolio by approximately 50%, including 2.2 million square feet acquired in 2014. We believe that we enjoy superior access to off-market and lightly marketed acquisition opportunities, many of which may be difficult for competing investors to access. Off-market and lightly marketed transactions are characterized by a lack of a formal marketing process and a lack of widely disseminated marketing materials. Approximately 62% of our acquisitions since our IPO and approximately 58% of our acquisitions pre-IPO have been what we consider to be off-market or lightly marketed. As we are principally focused on the Southern California infill markets, our executive management and acquisition teams have developed and maintain a deep, broad network of relationships among key market participants, including property brokers, lenders, owners and tenants. We employ an extensive broker marketing, incentives and loyalty program. We also utilize data-driven and event-driven analytics and primary research to identify and pursue events and circumstances, including financial distress, related to owners, lenders, and tenants that we believe tend to generate early access to emerging investment opportunities. We believe that our relationship network, creative sourcing approach and research-driven originations methods contribute to a superior level of attractive investment opportunities.

We believe that the combination of our proprietary origination methods and the experience and relationships of our management team provide us access to and allow us to capitalize on attractive transaction opportunities.

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The following table provides a summary of our acquisition activity since our IPO:

Acquisitions (unaudited results, data presented on a wholly-owned basis)

Acquisition	Date	Property	Address	Submarket	Rentable Square Feet	Purchase Price (\$ in millions)	Occupancy		Annualized Base Rent at June 30, 2014 ⁽¹⁾	Total Annualized Base Rent per Square Foot at June 30, 2014	Single or Multi- Tenant
							at Acquisition	at June 30, 2014			
July 2013	Orion	8101-8117 Orion Ave.	LA - San Fern. Valley	48,394	\$ 5.6	90%	100%	\$ 593,188	\$ 12.26	Multi	
August 2013	Tarzana	18310-18330 Oxnard St.	LA - San Fern. Valley	75,288	\$ 8.4	81%	96%	\$ 782,502	\$ 10.78	Multi	
November 2013	Yorba Linda Business Park	22343-22349 La Palma Ave.	OC - North	115,760	\$ 12.7	79%	77%	\$ 1,036,373	\$ 11.60	Multi	
November 2013	The Park	1100-1170 Gilbert St., 2353-2373 La Palma Ave.	OC - North	120,313	\$ 10.6	85%	98%	\$ 1,158,344	\$ 9.79	Multi	
December 2013	Bonita Thompson	280 Bonita Ave., 2743 Thompson Creek Rd.	LA - San Gabriel	365,859	\$ 27.2	100%	100%	\$ 1,580,511	\$ 4.32	Single	
December 2013	Madera ⁽²⁾	2900-2950 N. Madera Road	LA - San Fern. Valley	199,370	\$ 15.8	68%	100%	\$ 800,062	\$ 5.88	Single	
December 2013	Vanowen	10635 W. Vanowen St.	LA - San Fern. Valley	31,037	\$ 3.4	100%	100%	\$ 254,621	\$ 8.20	Multi	
January 2014	Rosecrans	7110 Rosecrans Avenue	LA - South Bay	72,000	\$ 5.0	50%	50%	\$ 254,880	\$ 7.08	Multi	
January 2014	14723-14825 Oxnard	14723-14825 Oxnard Street	LA - San Fern. Valley	78,000	\$ 8.9	98%	98%	\$ 887,352	\$ 11.58	Multi	
February 2014	Ontario Airport	Ana Street	Inland	113,612	\$ 8.6	95%	92%	\$ 594,876	\$ 5.66	Multi	

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			Empire West							
February 2014	228th Street	1500-1510 West 228th Street	LA - South Bay	88,330	\$ 6.6	100%	95%	\$ 423,120	\$ 5.02	Multi
March 2014	24105 Frampton	24105 & 24201 Frampton Avenue	LA - South Bay	47,903	\$ 3.9	100%	100%	\$ 278,964	\$ 5.82	Single
April 2014	Saturn Way	1700 Saturn Way	OC-West	170,865	\$ 21.1	100%	100%	\$ 1,307,682	\$ 7.65	Single
May 2014	San Fernando	2980 & 2990 N. San Fernando Blvd.	OC-South	130,800	\$ 15.4	100%	100%	\$ 1,325,664	\$ 10.14	Multi
May 2014	Crescent Bay	20531 Crescent Bay Drive	LA- San Fern. Valley	46,178	\$ 6.5	100%	100%	\$ 371,271	\$ 8.04	Single
June 2014	Birch	2610 & 2701 S. Birch Street	OC- Airport	98,105	\$ 11.0	100%	100%	\$ 0 ⁽³⁾	\$ 0.00 ⁽³⁾	Single
June 2014	Dupont	4051 Santa Ana St. & 701 Dupont Ave.	Inland Empire West	111,890	\$ 10.2	100%	100%	\$ 638,255	\$ 5.70	Multi

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Acquisition	Date	Property	Address	Submarket	Rentable Square Feet	Purchase Price (\$ in millions)	Occupancy %		Annualized Base Rent at June 30, 2014 ⁽¹⁾	Total Annualized Base Rent per Square Foot at June 30, 2014	Single or Multi-Tenant
							at Acquisition	at June 30, 2014			
	June 2014	9755 Distribution Ave	9755 Distribution Ave	San Diego-Central	47,666	\$ 5.4	100%	100%	\$ 341,100	\$ 7.16	Multi
	June 2014	9855 Distribution Ave	9855 Distribution Ave	San Diego-Central	60,819	\$ 8.5	100%	100%	\$ 537,756	\$ 8.84	Multi
	June 2014	9340 Cabot Drive	9340 Cabot Drive	San Diego-Central	86,564	\$ 11.0	84%	84%	\$ 576,897	\$ 7.95	Multi
	June 2014	9404 Cabot Drive	9404 Cabot Drive	San Diego-Central	46,846	\$ 6.4	100%	100%	\$ 478,296	\$ 10.21	Single
	June 2014	9455 Cabot Drive	9455 Cabot Drive	San Diego-Central	96,840	\$ 12.1	84%	84%	\$ 651,240	\$ 8.04	Multi
	June 2014	14955-14971 E Salt Lake Ave	14955-14971 E Salt Lake Ave	LA- San Gabriel Valley	126,036	\$ 10.9	100%	100%	\$ 853,647	\$ 6.77	Multi
	June 2014	5235 Hunter Ave	5235 Hunter Ave	OC- North	119,692	\$ 11.3	100%	100%	\$ 842,439	\$ 7.04	Single
	June 2014	3880 W Valley Blvd	3880 W Valley Blvd	LA- San Gabriel Valley	108,703	\$ 9.6	100%	100%	\$ 705,888	\$ 6.49	Single
	June 2014	1601 & 1621 Alton Pkwy	1601 & 1621 Alton Pkwy	OC- Airport	124,000	\$ 13.3	40%	40%	\$ 467,896	\$ 9.48	Multi
	July 2014	3116 Avenue 32	3116 W. Avenue 32	LA- San Fern. Valley	100,500	\$ 11.0	100%	100% ⁽⁴⁾	\$ 688,720 ⁽⁴⁾	\$ 6.85 ⁽⁴⁾	Multi
	July 2014	Chatsworth Industrial Park	21040 Nordoff Street; 9035 Independence Avenue; 21019-21045 Osborne Street	LA- San Fern. Valley	153,212	\$ 16.8	100%	100% ⁽⁴⁾	\$ 1,083,465 ⁽⁴⁾	\$ 7.07 ⁽⁴⁾	Multi
	July 2014	24935 & 24955 Avenue Kearny	24935 & 24955 Avenue Kearny	LA- San Fern. Valley	138,980	\$ 11.5	100%	100% ⁽⁴⁾	\$ 917,891 ⁽⁴⁾	\$ 6.60 ⁽⁴⁾	Multi

- (1) Calculated as monthly contracted base rent per the terms of the lease(s) at such property, as of June 30, 2014, multiplied by 12. Excludes billboard and antenna revenue and rent abatements. Annualized base rent includes rent from triple net leases, modified gross leases and gross leases.
- (2) Madera acquisition includes a 136,065 square foot industrial building and a 63,035 square foot office building. The office building was subsequently sold in March 2014.
- (3) Reflecting a short-term sale leaseback to the prior owner at no rent.
- (4) Reflecting values at the time of acquisition.

We intend to continue to grow our portfolio through disciplined acquisitions in prime Southern California infill markets. Since our IPO, we have acquired approximately 3.1 million square feet of property that we believe provide opportunities for repositioning or redevelopment that will increase the occupancy and the cash flow from the property, which we sometimes refer to as a value-add play. We believe that our relationship-, data- and event-driven research allows us to identify and exploit asset mispricing and market inefficiencies. Through these proprietary origination methods, we are actively monitoring, as of the date of this prospectus supplement, approximately 40 million square feet of properties in our markets that we believe represent attractive potential investment opportunities, including properties containing approximately 7.1 million square feet on which we have submitted non-binding offers that remain outstanding.

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We believe there are a large number of leveraged industrial properties within our target markets with unfavorable debt terms characterized by high loan to value rates, relatively high cost of debt service or high pre-payment costs, which can create illiquidity for owners facing loan maturities over the next several years. We seek to source transactions from owners with maturing loans, some facing pressing liquidity needs or financial distress, including loans that lack economical refinancing options. We also seek to transact with lenders, which, following the recent recession, may face a need to divest or resolve underperforming loans in order to meet increased capital and regulatory requirements.

We also believe there is a large number of owners increasingly experiencing a generational shift in ownership of infill industrial property in our target markets. With over one billion square feet of industrial property built prior to 1980 within infill Southern California, we are also focused on opportunities to identify and transact with such owners in an effort to address their generational needs with flexible purchase solutions that may include UPREIT-type transactions or straight purchases for cash.

Dispositions. Since our IPO, we have also disposed of two properties totaling approximately 188,000 square feet for approximately \$14.5 million. The following table provides a summary of our disposition activity since our IPO:

Dispositions (unaudited results, data presented on a wholly-owned basis)

Date	Property	Address	Submarket	Rentable SF	Purchase Price (\$ in millions)	Reason for Selling
January 2014	Kaiser	1335 Park Center Drive	San Diego - North	124,997	\$ 10.1	Sale to user
March 2014	Madera	Office2900 N. Madera Road	LA - San Fern. Valley	63,305	\$ 4.4	Non core business

Leasing Activity. From July 1, 2013 to June 30, 2014, we have entered into 180 new leases covering approximately 800,000 square feet and renewed 236 leases covering approximately 1,100,000 square feet.⁽³⁾ The following table provides a summary of our GAAP and cash releasing spreads since our IPO.

	Three Months Ended June 30, 2014	Three Months Ended March 31, 2014	Three Months Ended December 31, 2013	Three Months Ended September 30, 2013 ⁽³⁾
Leasing Spreads				
Cash ⁽¹⁾	5.2%	3.6%	3.5%	(1.1)%
GAAP ⁽²⁾	17.1%	11.5%	12.9%	6.7%

- (1) Compares the first month cash rent excluding any abatement on new leases to the last month rent for the most recent expiring lease. Data included for comparable leases only. Comparable leases generally exclude properties under repositioning, short-term leases, and space that has been vacant for over one year.
- (2) Compares GAAP rent, which straightlines rental rate increases and abatement, on new leases to GAAP rent for the most recent expiring leases. Data included for comparable leases only. Comparable leases generally exclude properties under reposition, short-term leases, and space that has been vacant for over one year.
- (3) Includes operations of our predecessor business from July 1, 2013 to July 23, 2013.

Corporate Information

Our principal executive offices are located at 11620 Wilshire Boulevard, Suite 1000, Los Angeles, California 90025. Our telephone number is 310-966-1680. Our Web site address is www.rexfordindustrial.com. The information on, or otherwise accessible through, our Web site does not constitute a part of this prospectus supplement or the accompanying prospectus.

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The offering terms are summarized below solely for your convenience. For a more complete description of the terms of our common stock, see Description of Common Stock in the accompanying prospectus.

Issuer	Rexford Industrial Realty, Inc., a Maryland corporation.
Securities offered	15,000,000 shares of common stock, \$0.01 par value per share. The underwriters may also exercise their option to purchase up to an additional 2,250,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.
New York Stock Exchange symbol	REXR
Shares of common stock outstanding immediately prior to this offering	25,649,026 shares.
Shares of common stock outstanding upon completion of this offering	40,649,026 shares ⁽¹⁾ (42,899,026 shares if the underwriters exercise their option to purchase additional shares in full).
Shares of common stock and common units outstanding upon completion of this offering	43,658,285 shares and common units of partnership interest in our operating partnership, or common units ⁽¹⁾⁽²⁾ (45,908,285 shares and common units if the underwriters exercise their option to purchase additional shares in full). ⁽²⁾
Use of proceeds	We estimate that the net proceeds from this offering will be approximately \$193.4 million, after deducting the underwriting discount and estimated offering expenses payable by us, or approximately \$222.5 million if the underwriters' option to purchase additional shares is exercised in full. We will contribute the net proceeds of this offering to our operating partnership in exchange for common units. Our operating partnership intends to use the net proceeds from this offering to repay \$137.9 million of borrowings outstanding under our unsecured revolving credit facility, fund potential acquisition opportunities and/or for general corporate purposes. See Use of Proceeds.
Restrictions on ownership	Our charter contains restrictions on the ownership and transfer of our stock that are intended to assist us in complying with the requirements for qualification as a REIT. Among other things, our charter provides that, subject to certain exceptions, no person or entity may actually or beneficially own, or be deemed to own by virtue of the applicable constructive ownership provisions of the Internal Revenue Code of 1986, as amended, or the Code, more than 9.8% (in value or in number of shares, whichever is more restrictive) of the outstanding shares of our common stock. See Restrictions on Ownership and Transfer in the accompanying prospectus.
Risk factors	Investing in our common stock involves a high degree of risk and the purchasers of our common stock may lose their entire investment. Before deciding to invest in our common stock, please carefully read the section entitled Risk Factors, including the risks incorporated therein

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from our most recent Annual Report on Form 10-K for the year ended December 31, 2013 and our other periodic reports filed with the Securities and Exchange Commission and incorporated by reference herein.

- (1) Excludes (i) 2,250,000 shares of our common stock issuable upon the exercise of the underwriters' option to purchase additional shares in full and (ii) a maximum of 2,036,153 shares of our common stock available for issuance in the future under our equity incentive plan.
- (2) Includes 3,009,259 common units held by limited partners of our operating partnership, which units may, subject to certain limitations, be redeemed for cash or, at our option, exchanged for shares of our common stock on a one-for-one basis.

Our Chairman, Richard Ziman, and our Co-Chief Executive Officers, Howard Schwimmer and Michael Frankel, are being allocated the opportunity to purchase shares of our common stock in this offering at the public offering price, for a purchase price of up to \$300,000, \$200,000 and \$250,000, respectively. As of June 30, 2014, Messrs. Ziman, Schwimmer and Frankel beneficially owned 109,290 shares, 53,263 shares and 21,303 shares of our outstanding common stock, respectively. Based on the public offering price of \$13.50 per share, Messrs. Ziman, Schwimmer and Frankel are being allocated the opportunity to purchase 22,222 shares, 14,815 shares and 18,519 shares, respectively, of our common stock in this offering and have indicated an interest in purchasing all of such shares. The underwriters will receive the same discount from any shares of our common stock purchased by Messrs. Ziman, Schwimmer and Frankel as they will from an