

FIRST INDUSTRIAL REALTY TRUST INC  
Form DEF 14A  
April 06, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**FIRST INDUSTRIAL REALTY TRUST, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

## FIRST INDUSTRIAL REALTY TRUST, INC.

311 South Wacker Drive

Suite 3900

Chicago, Illinois 60606

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**To Be Held on May 7, 2015**

NOTICE IS HEREBY GIVEN that the 2015 Annual Meeting of Stockholders (the Annual Meeting ) of First Industrial Realty Trust, Inc. (the Company ) will be held on Thursday, May 7, 2015 at 9:00 a.m. in the 10<sup>th</sup> Floor Conference Room, 311 South Wacker Drive, Chicago, Illinois 60606 for the following purposes:

1. To elect six directors to the Board of Directors to serve until the 2016 Annual Meeting of Stockholders, and until their successors are duly elected and qualify;
2. To approve, on an advisory (i.e. non-binding) basis, the compensation of the Company s named executive officers as disclosed in this Proxy Statement;
3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2015; and
4. To consider and act upon any other matters that may properly be brought before the Annual Meeting and at any adjournments or postponements thereof.

Any action may be taken on the foregoing matters at the Annual Meeting on the date specified above, or on any date or dates to which, by original or later adjournment, the Annual Meeting may be adjourned, or to which the Annual Meeting may be postponed.

The Board of Directors has fixed the close of business on March 20, 2015 as the record date for the Annual Meeting. Only stockholders of record of the Company s common stock at the close of business on that date will be entitled to notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof.

You are requested to fill in and sign the enclosed Proxy Card, which is being solicited by the Board of Directors, and to mail it promptly in the enclosed postage-prepaid envelope. Any proxy may be revoked by delivery of a later dated proxy. Stockholders of record who attend the Annual Meeting may vote in person, even if they have previously delivered a signed proxy. Street name stockholders who wish to vote in person will need to obtain a duly executed proxy form from the institution that holds their shares prior to the Annual Meeting.

By Order of the Board of Directors

W. Ed Tyler  
*Chairman of the Board*  
Chicago, Illinois

Bruce W. Duncan  
*President and CEO*

April 6, 2015

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PREPAID ENVELOPE PROVIDED.**

## **FIRST INDUSTRIAL REALTY TRUST, INC.**

**311 South Wacker Drive**

**Suite 3900**

**Chicago, Illinois 60606**

### **PROXY STATEMENT**

#### **FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on May 7, 2015**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of First Industrial Realty Trust, Inc. ( First Industrial or the Company ) for use at the 2015 Annual Meeting of Stockholders of the Company to be held on Thursday, May 7, 2015, and at any adjournments or postponements thereof (the Annual Meeting ). At the Annual Meeting, stockholders will be asked to vote (i) to elect six directors to the Board of Directors to serve until the 2016 Annual Meeting of Stockholders, and until their successors are duly elected and qualify, (ii) to approve, on an advisory (i.e. non-binding) basis, the compensation of the Company s named executive officers as disclosed in this Proxy Statement, (iii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the current fiscal year and (iv) to act on any other matters properly brought before them.

This Proxy Statement and the accompanying Notice of Annual Meeting and Proxy Card are first being sent to stockholders on or about April 6, 2015. The Board of Directors has fixed the close of business on March 20, 2015 as the record date for the Annual Meeting (the Record Date ). Only stockholders of record of our common stock ( Common Stock ) at the close of business on the Record Date will be entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were 110,727,654 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. Holders of Common Stock outstanding as of the close of business on the Record Date will be entitled to one vote for each share held by them on each matter presented to the stockholders at the Annual Meeting.

**Stockholders of the Company are requested to complete, sign, date and promptly return the accompanying Proxy Card in the enclosed postage-prepaid envelope. Shares represented by a properly executed Proxy Card received prior to the vote at the Annual Meeting and not revoked will be voted at the Annual Meeting as directed on the Proxy Card. If a properly executed Proxy Card is submitted and no instructions are given, the persons designated as proxy holders on the Proxy Card will vote (i) FOR the election of the six nominees for director named in this Proxy Statement, (ii) FOR the approval, on an advisory basis, of the compensation of our named executive officers, (iii) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the current fiscal year and (iv) in their own discretion with respect to any other business that may properly come before the stockholders at the Annual Meeting or at any adjournments or postponements thereof. We have not received notice of any matters other than those set forth in this Proxy Statement and, accordingly, it is not anticipated that any other matters will be presented at the Annual Meeting.**

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares of Common Stock entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. The affirmative vote of the holders of a majority of the votes cast with a quorum present at the Annual Meeting is required (i) for the election of directors, (ii) for the approval, on an advisory basis, of the compensation of our named executive officers and (iii) for the ratification of the appointment of the Company s independent registered public accounting firm. Abstentions will not be counted as votes cast and, accordingly, will have no effect on the result of the vote, although they will be counted for quorum purposes.

A stockholder of record may revoke a proxy at any time before it has been exercised by filing a written revocation with the Secretary of the Company at the address of the Company set forth above, by filing a duly

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executed proxy bearing a later date, or by appearing in person and voting by ballot at the Annual Meeting. Any stockholder of record as of the Record Date attending the Annual Meeting may vote in person whether or not a proxy has been previously given, but the presence (without further action) of a stockholder at the Annual Meeting will not constitute revocation of a previously given proxy. Street name stockholders who wish to vote in person will need to obtain a duly executed proxy form from the institution that holds their shares prior to the Annual Meeting.

Appendix A to this Proxy Statement contains the Company's 2014 Annual Report, including the Company's financial statements for the fiscal year ended December 31, 2014 and certain other information required by the rules and regulations of the Securities and Exchange Commission (the SEC). However, the Company's 2014 Annual Report is not part of the proxy solicitation material. See Other Matters Incorporation by Reference herein.

**BROKER NON-VOTES**

Stockholders of the Company who have received this Proxy Statement from their broker or other fiduciary should have received instructions for directing how that broker or fiduciary should vote the stockholder's shares. It will be the broker's or fiduciary's responsibility to vote the stockholder's shares for the stockholder in the manner directed. The stockholder must complete, execute and return the voting instruction form in the envelope provided by the broker.

Under the rules of the New York Stock Exchange (the NYSE), brokers generally may vote on routine matters, such as the ratification of an independent public accounting firm, but may not vote on non-routine matters unless they have received voting instructions from the person for whom they are holding shares. If there is a non-routine matter presented to stockholders at a meeting and the stockholder's broker or fiduciary does not receive instructions from the stockholder on how to vote on that matter, the broker or fiduciary will return the Proxy Card to the Company, indicating that he or she does not have the authority to vote on that matter. This is generally referred to as a broker non-vote and may affect the outcome of the voting on those matters, as discussed below.

The proposal described in this Proxy Statement for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2015 is considered a routine matter under the NYSE rules. Each of the other proposals is considered a non-routine matter under NYSE rules and could result in broker non-votes. Broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the result of the vote. However, broker non-votes will be counted for quorum purposes. We therefore encourage stockholders to provide directions to their broker as to how the stockholder wants their shares voted on all matters to be brought before the Annual Meeting. The stockholder should do this by carefully following the instructions the broker gives the stockholder concerning its procedures. This ensures that the stockholder's shares will be voted at the meeting.

**PROPOSAL 1****ELECTION OF DIRECTORS**

Pursuant to the Company's Charter, the maximum number of members allowed to serve on the Company's Board of Directors is twelve. The Board of Directors of the Company currently consists of six seats. Each of the directors is serving for a term of one year and until his successor is duly elected and qualifies. The Company's Nominating/Corporate Governance Committee identifies and recommends individuals for service on the Board of Directors, and the Board of Directors then either approves or rejects in whole all of such nominees.

The Board of Directors has nominated Matthew S. Dominski, Bruce W. Duncan, H. Patrick Hackett, Jr., John Rau, L. Peter Sharpe and W. Ed Tyler to serve as directors (the Nominees). All of the Nominees are currently serving as directors of the Company. Each of the Nominees has consented to be named as a nominee in this Proxy Statement. The Board of Directors anticipates that each of the Nominees will serve as a director if elected. However, if any person nominated by the Board of Directors is unable to accept election, the proxies will vote for the election of such other person or persons as the Board of Directors may recommend.

**The Board of Directors recommends a vote FOR each of the Nominees.**

**INFORMATION REGARDING THE NOMINEES**

The following biographical descriptions set forth certain information with respect to the six Nominees for election as directors and certain executive officers, based on information furnished to the Company by such persons. The following information is as of the Record Date unless otherwise specified.

**Matthew S. Dominski**

Director since 2010

Mr. Dominski, 60, has been a director of the Company since March 2010. He also presently serves as a director of CBL & Associates Properties, Inc., a shopping mall real estate investment trust in the United States. From 1993 through 2000, Mr. Dominski served as Chief Executive Officer of Urban Shopping Centers (Urban), formerly one of the largest regional mall property companies in the country and also a publicly traded real estate investment trust. Following the purchase of Urban by Rodamco North America in 2000, Mr. Dominski served as Urban's President until 2002. In 2003, Mr. Dominski formed Polaris Capital, LLC, a Chicago, Illinois based real estate investment firm of which he was joint owner through 2013. From 1998 until 2004, Mr. Dominski served as a member of the Board of Trustees of the International Council of Shopping Centers. Mr. Dominski's extensive experience leading other public and private real estate companies, both as a senior executive and a director, is a valuable asset to the Board of Directors.

**Bruce W. Duncan**

Director since 2009

Mr. Duncan, 63, has been President, Chief Executive Officer and a director of the Company since January 2009. Since September 2013, Mr. Duncan has also served as a director of the T. Rowe Price Funds. In addition, Mr. Duncan presently serves as the chairman of the Board of Directors of Starwood Hotels & Resorts Worldwide, Inc. (NYSE: HOT) (Starwood), a leading worldwide hotel and leisure company, a position he has held since May 2005. From April 2007 to September 2007, Mr. Duncan served as Chief Executive Officer of Starwood on an interim basis. Mr. Duncan has served as a director of Starwood since 1999 and as a trustee of the REIT subsidiary of Starwood from 1995 to 2006. He also was a senior advisor to Kohlberg Kravis & Roberts & Co. from July 2008 until January 2009. From May 2005 to December 2005, Mr. Duncan was Chief Executive Officer and Trustee of Equity Residential (NYSE: EQR) (EQR), a publicly traded apartment company. From January 2003 to May 2005, he was President, Chief Executive Officer and Trustee, and from April 2002 to December 2002, President and Trustee of EQR. From December 1995 until March 2000, Mr. Duncan served as Chairman, President and Chief Executive Officer of Cadillac Fairview Corporation, a real estate operating company. From January 1992 to October 1994, Mr. Duncan was President and Co-Chief Executive Officer of JMB Institutional Realty Corporation providing advice and management for investments in real estate by tax-exempt investors and from 1978 to 1992, he worked for JMB Realty Corporation where he served in various





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capacities, culminating as Executive Vice President and a member of the Board of Directors. Mr. Duncan's extensive experience leading other publicly traded real estate companies, both as a senior executive and a director, is critical to his ability to lead the Company as its Chief Executive Officer, and is a valuable asset to the Board of Directors. Moreover, as the Company's Chief Executive Officer, Mr. Duncan brings to our Board of Directors his in-depth knowledge of our business, strategy, operations, competition and financial position. Mr. Duncan's membership on the Board of Directors is critical to ensuring appropriate coordination and communication between the Company's executive officers and the Board of Directors.

**H. Patrick Hackett, Jr.**

Director since 2009

Mr. Hackett, 63, has been a director of the Company since December 2009. Mr. Hackett is the Principal of HHS Co., an investment company located in the Chicago area. Previously, he served as the President and Chief Executive Officer of RREEF Capital, Inc. and as Principal of The RREEF Funds, an international commercial real estate investment management firm. Mr. Hackett taught real estate finance at the Kellogg Graduate School of Management for 15 years when he also served on the real estate advisory boards of Kellogg and the Massachusetts Institute of Technology. He also currently serves on the board of Wintrust Financial Corporation (NASDAQ: WTFC) and is a director of Wintrust Bank. Mr. Hackett provides the Board of Directors with valuable real estate investment and finance expertise, and the Board of Directors further benefits from Mr. Hackett's experience on other boards in the financial services sector. In addition, Mr. Hackett's financial expertise is valuable to the Company's Audit Committee, which he has chaired since June 2010 and within which he is an audit committee financial expert.

**John Rau**

Director since 1994

Mr. Rau, 66, has been a director of the Company since June 1994. Since December 2002, Mr. Rau has served as President and Chief Executive Officer and as a director of Miami Corporation, a private asset management firm. From January 1997 to March 2000, he was a director, President and Chief Executive Officer of Chicago Title Corporation (NYSE: CTZ), and its subsidiaries, Chicago Title and Trust Co., Chicago Title Insurance Co., Ticor Title Insurance Co. and Security Union Title Insurance Co. Mr. Rau was a director of BorgWarner, Inc. from 1997 to 2006, a director of William Wrigley Jr. Company from March 2005 until the company was sold to Mars, Inc. in September 2008 and a director of Nicor, Inc. from 1997 until it was sold to AGL Resources Inc. in December 2011, and continues as a director of AGL Resources Inc. Mr. Rau is a director of BMO Financial Corp. and BMO/Harris Bank, and served as a director of LaSalle Bank, N.A. until its 2007 sale to Bank of America. From July 1993 until November 1996, Mr. Rau was Dean of the Indiana University School of Business. From 1991 to 1993, Mr. Rau served as Chairman of the Illinois Economic Development Board and as special advisor to Illinois Governor Jim Edgar. From 1990 to 1993, he was Chairman of the Banking Research Center Board of Advisors and a Visiting Scholar at Northwestern University's J.L. Kellogg Graduate School of Management. During that time, he also served as Special Consultant to McKinsey & Company, a worldwide strategic consulting firm. From 1989 to 1991, Mr. Rau served as President and Chief Executive Officer of LaSalle National Bank. From 1979 to 1989, he was associated with The Exchange National Bank, serving as President from 1983 to 1989, at which time The Exchange National Bank merged with LaSalle National Bank. Prior to 1979, he was associated with First National Bank of Chicago. Mr. Rau's extensive experience in the banking and title insurance industries provides the Board of Directors with valuable insight into the matters of corporate and real estate finance, as well as financial services management and risk management. Moreover, Mr. Rau's financial expertise is valuable to the Company's Audit Committee, on which he currently serves.

**L. Peter Sharpe**

Director since 2010

Mr. Sharpe, 68, has been a director of the Company since November 2010. He served as President and Chief Executive Officer of Cadillac Fairview Corporation from March 2000 through December 31, 2010. Prior to March 2000, Mr. Sharpe held various positions at Cadillac Fairview Corporation, including serving as its Executive Vice President of Operations from 1990 to 2000. Mr. Sharpe currently serves as a director of

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Postmedia Network Canada Corp., Morguard Corporation, Allied Properties Real Estate Investment Trust and Multiplan Empreendimentos Imobiliários S.A. (Bovespa: MULT3), one of the leading developers, owners and operators of shopping centers in Brazil. From 2009 through 2010, Mr. Sharpe served as Chairman of the Board of Directors of the International Council of Shopping Centers, the global trade association of the shopping center industry. Previously, Mr. Sharpe served as a director on the boards of Legacy REIT, from 1997 to 2001, and Fairmont Hotels & Resorts, from 2001 to 2006. Mr. Sharpe's experience managing large real estate development companies, and serving on the boards of real estate investment trusts, has provided him with real estate knowledge and corporate organizational skills that benefit our Board of Directors tremendously. In addition to his executive experience, inclusive of managing a substantial real estate entity for an institutional ownership constituency, Mr. Sharpe has a substantial background in real estate investment leasing and operations activities. Moreover, Mr. Sharpe's financial expertise, and his experience serving on the Audit Committees of other publicly traded real estate companies, is valuable to the Company's Audit Committee.

**W. Ed Tyler**

Director since 2000

Mr. Tyler, 62, has been a director of the Company since March 2000, served as Lead Director from October 2008 to January 2009 and has served as non-executive Chairman of the Board of Directors since January 2009. Mr. Tyler also served as the Company's interim Chief Executive Officer from October 2008 to January 2009. Mr. Tyler is a director of Nanophase Technologies Corporation (NASDAQ: NANX). Mr. Tyler was appointed CEO of Ideapoint Ventures in 2002. Ideapoint Ventures is an early stage venture fund that focuses on nanotechnologies. Prior to joining Ideapoint Ventures, Mr. Tyler served as Chief Executive Officer and a director of Moore Corporation Limited, a provider of data capture, information design, marketing services, digital communications and print solutions, from 1998 to 2000. Prior to joining Moore Corporation, Mr. Tyler served in various capacities at R.R. Donnelley & Sons Company, most recently as Executive Vice President and Chief Technology Officer, from 1997 to 1998, and as Executive Vice President and Sector President of Donnelley's Networked Services Sector, from 1995 to 1997. Mr. Tyler's extensive experience as a senior executive and director of other companies, both private and publicly traded, is extremely valuable to the Board of Directors. Moreover, this experience, coupled with Mr. Tyler's prior service as interim Chief Executive Officer of the Company affords Mr. Tyler a unique perspective, and helps him facilitate communications between the Company's senior executives and the Board of Directors in his role as Chairman of the Board.

**INFORMATION REGARDING EXECUTIVE OFFICERS AND OTHER SENIOR MANAGEMENT****Scott A. Musil**

Mr. Musil, 47, has been Chief Financial Officer of the Company since March 2011. He served as acting Chief Financial Officer of the Company from December 2008 to March 2011. Mr. Musil has also served as Senior Vice President of the Company since March 2001, Treasurer of the Company since May 2002 and Assistant Secretary of the Company since August 2014. Mr. Musil previously served as Controller of the Company from December 1995 to March 2012, Assistant Secretary of the Company from May 1996 to March 2012 and July 2012 to May 2014, Vice President of the Company from May 1998 to March 2001, Chief Accounting Officer from March 2006 to May 2013 and Secretary from March 2012 to July 2012 and May 2014 to August 2014. Prior to joining the Company, he served in various capacities with Arthur Andersen & Company, culminating as an audit manager specializing in the real estate and finance industries. Mr. Musil is a non-practicing certified public accountant. His professional affiliations include the American Institute of Certified Public Accountants and National Association of Real Estate Investment Trusts ( NAREIT ).

**Johannson L. Yap**

Mr. Yap, 52, has been the Chief Investment Officer of the Company since February 1997 and Executive Vice President - West Region since March 2009. From April 1994 to February 1997, he served as Senior Vice President - Acquisitions of the Company. Prior to joining the Company, Mr. Yap joined The Shidler Group in 1988 as an acquisitions associate, and became Vice President in 1991, with responsibility for acquisitions,

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property management, leasing, project financing, sales and construction management functions. Between 1988 and 1994, he participated in the acquisition, underwriting and due diligence of several hundred million dollars of commercial properties. His professional affiliations include Urban Land Institute, NAREIT and the Council of Logistics Management, and he serves as a member of the Board of Advisors for the James Graaskamp Center for Real Estate at the University of Wisconsin.

**David G. Harker**

Mr. Harker, 56, has been Executive Vice President – Central Region of the Company since March 2009. From April 2005 to March 2009 he served as Executive Director – Investments of the Company. From 2002 to April 2005, he served as a Senior Regional Director of the Company and from 1998 to 2002 he served as a Regional Director of the Company, with responsibility for the Company's portfolio in Nashville, St. Louis, Louisville and Memphis. Prior to joining the Company, Mr. Harker was a Vice President of the Trammell Crow Company from 1992 to 1998. His professional affiliations include the Society of Industrial and Office Realtors.

**Peter O. Schultz**

Mr. Schultz, 52, has been Executive Vice President – East Region of the Company since March 2009. From January 2009 to March 2009 he served as Senior Vice President – Portfolio Management of the Company. From November 2007 to December 2008, he served as a Managing Director of the Company, with responsibility for the Company's East Region. From September 2004 to November 2007, he served as a Vice President – Leasing of the Company, with responsibility for the Company's leasing team and asset management plan implementation in the East Region. From January 2001 to September 2004, he served as a Senior Regional Director of the Company, with responsibility for the Company's portfolio in Eastern Pennsylvania and Southern New Jersey. From March 1998 to December 2000, he served as a Regional Director of the Company, with responsibility for the Company's portfolio in Eastern Pennsylvania. Prior to joining the Company, Mr. Schultz served as President and Managing Partner of PBS Properties, Inc. from November 1990 to March 1998, prior to which time he was Director of Marketing and Sales for the Pickering Group and Morgantown Properties. His professional affiliations include the National Association of Industrial and Office Properties.

**THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

*The Board of Directors.* The Board of Directors currently consists of six seats. A majority of the members of the Board of Directors are independent as affirmatively determined by the Board of Directors. In determining the independence of its members, the Board of Directors applied the independence standards and tests set forth in Sections 303A.02(a) and (b) of the Listed Company Manual of the NYSE.

Applying such standards, the Board of Directors has affirmatively determined that each of Messrs. Dominski, Hackett, Rau, Sharpe and Tyler are independent directors.

The Board of Directors held five meetings and acted five times by unanimous consent during 2014. Each of the directors serving in 2014 attended at least 75% of the total number of meetings of the Board of Directors and of the respective committees of the Board of Directors of which he was a member. Although the Company does not have a formal policy regarding director attendance at Annual Meetings of Stockholders, all of the directors then serving attended the 2014 Annual Meeting of Stockholders. During 2014, Mr. Tyler, in his capacity as Chairman of the Board, presided at meetings of non-management directors.

The Board of Directors has adopted Corporate Governance Guidelines to reflect the principles by which it operates. These guidelines, as well as the charters of the Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee of the Board of Directors, are accessible at the investor relations pages of the Company's website at [www.firstindustrial.com](http://www.firstindustrial.com) and are available in print free of charge to any stockholder or other interested party who requests them. The Company has adopted a Code of Business Conduct and Ethics, which includes the principles by which the Company expects its employees, officers and directors to conduct Company business and which is accessible at the investor relations pages of the Company's website at [www.firstindustrial.com](http://www.firstindustrial.com) and is available in print free of charge to any stockholder or other interested party who

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requests it. The Company intends to post on its website amendments to, or waivers from, any provision of the Company's Code of Business Conduct and Ethics. The Company also posts or otherwise makes available on its website from time to time other information that may be of interest to investors and other interested parties. However, none of the information provided on the Company's website is part of the proxy solicitation material. See "Other Matters" Incorporation by Reference herein.

The Board of Directors has appointed an Audit Committee, a Compensation Committee, an Investment Committee and a Nominating/Corporate Governance Committee.

*Audit Committee.* The Audit Committee is directly responsible for the appointment, discharge, compensation, and oversight of the work of any independent registered public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or related work. In connection with such responsibilities, the Audit Committee approves the engagement of independent public accountants, reviews with the independent public accountants the audit plan, the audit scope, and the results of the annual audit engagement, pre-approves audit and non-audit services and fees of the independent public accountants, reviews the independence of the independent public accountants and reviews the adequacy of the Company's internal control over financial reporting.

In 2014, the Audit Committee consisted of Messrs. Hackett, Sharpe and Rau. Each of Messrs. Hackett, Sharpe and Rau is, in the judgment of the Company's Board of Directors, independent as required by the listing standards of the NYSE and the rules of the SEC. Also, in the judgment of the Company's Board of Directors, each member is financially literate as required by the listing standards of the NYSE. Further, in the judgment of the Company's Board of Directors, Mr. Hackett is an "audit committee financial expert," as such term is defined in the SEC rules, and has "accounting or related financial management expertise," as defined in the listing standards of the NYSE. See Mr. Hackett's biography on page 4. Mr. Hackett is also the current Chairman of the Audit Committee. The Audit Committee met five times in 2014.

*Compensation Committee.* The Compensation Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs relating to the executive officers of the Company. The Compensation Committee administers the First Industrial Realty Trust, Inc. 2001 Stock Incentive Plan (the "2001 Stock Plan"), the First Industrial Realty Trust, Inc. 2009 Stock Incentive Plan (the "2009 Stock Plan"), the First Industrial Realty Trust, Inc. 2011 Stock Incentive Plan (the "2011 Stock Plan") and the First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan (the "2014 Stock Plan") and has the authority to grant awards under the 2014 Stock Plan. The Compensation Committee consists of Mr. Tyler and Mr. Sharpe, both of whom are, in the judgment of the Company's Board of Directors, independent as required by the listing standards of the NYSE. Mr. Sharpe currently serves as the Chairman of the Compensation Committee. The Compensation Committee met three times in 2014.

*Investment Committee.* The Investment Committee provides oversight and discipline to the investment process. Investment opportunities are described in written reports based on detailed research and analyses in a standardized format applying appropriate underwriting criteria. The Investment Committee meets with the Company's acquisition personnel, reviews each submission thoroughly and approves acquisitions and dispositions of land of greater than \$5 million and all other acquisitions, dispositions and development projects of greater than \$20 million. The Investment Committee makes a formal recommendation to the Board of Directors for all acquisitions, dispositions and development projects in excess of \$50 million. The membership of the Investment Committee currently consists of Messrs. Hackett, Dominski and Duncan. The Investment Committee met six times in 2014.

*Nominating/Corporate Governance Committee.* The Nominating/Corporate Governance Committee recommends individuals for election as directors at the Annual Meeting of Stockholders of the Company and in connection with any vacancy that may develop on the Board of Directors. In turn, the Board of Directors as a whole either approves by a majority vote all of the nominations so recommended by the Nominating/Corporate Governance Committee or rejects all of the nominations in whole, but not in part. In the event that the Board of Directors rejects the recommended nominations, the Nominating/Corporate Governance Committee would

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develop a new recommendation. In addition, the Nominating/Corporate Governance Committee develops and oversees the Company's corporate governance policies. The membership of the Nominating/Corporate Governance Committee currently consists of Messrs. Dominski, Hackett and Rau, each of whom, in the judgment of the Board of Directors, is independent as required by the listing standards of the NYSE. Mr. Rau is the current Chairman of the Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee met once during 2014 and met in March 2015 to determine its nominations for this Proxy Statement.

The Nominating/Corporate Governance Committee will consider nominees recommended by stockholders of the Company. In order for a stockholder to nominate a candidate for election as a director at an Annual Meeting, proper notice must be given in accordance with our Bylaws and applicable SEC regulations to the Secretary of the Company. Pursuant to our Bylaws and applicable SEC regulations, such notice of a director nominee must be provided to the Secretary of the Company not more than 150 days and not less than 120 days prior to the first anniversary of the date the Company's proxy statement for the prior year's Annual Meeting of Stockholders was released to stockholders. The fact that the Company may not insist upon compliance with these requirements should not be construed as a waiver by the Company of its right to do so at any time in the future.

In general, it is the Nominating/Corporate Governance Committee's policy that, in its judgment, its recommended nominees for election as members of the Board of Directors of the Company must, at a minimum, have business experience of a breadth, and at a level of complexity, sufficient to understand all aspects of the Company's business and, through either experience or education, have acquired such knowledge as is sufficient to qualify as financially literate. In addition, recommended nominees must be persons of integrity and be committed to devoting the time and attention necessary to fulfill their duties to the Company. While the Nominating/Corporate Governance Committee has not adopted a formal diversity policy, diversity is one of the factors that the Nominating/Corporate Governance Committee considers in identifying director nominees. As part of the nomination process, the Nominating/Corporate Governance Committee evaluates how a particular individual would affect the diversity of the Company's Board of Directors in terms of how that person may contribute to the Board of Directors' overall balance of perspectives, backgrounds, knowledge, experience, skill sets and expertise in matters pertaining to the Company's business.

The Nominating/Corporate Governance Committee may identify nominees for election as members of the Board of Directors through its own sources (including through nominations by stockholders made in accordance with our Bylaws), through sources of other directors of the Company, and through the use of third-party search firms. The Company has previously engaged a third party search firm to identify potential nominees and may do so again in the future. Subject to the foregoing minimum standards, the Nominating/Corporate Governance Committee will evaluate each nominee on a case-by-case basis, assessing each nominee's judgment, experience, independence, understanding of the Company's business or that of other related industries, and such other factors as the Nominating/Corporate Governance Committee concludes are pertinent in light of the current needs of the Company's Board of Directors.

*Communications by Stockholders and Other Interested Parties.* Stockholders of the Company and other interested parties may send communications to the Board of Directors as a whole, its individual members, its committees or its non-management members as a group. Communications to the Board of Directors as a whole should be addressed to The Board of Directors; communications to any individual member of the Board of Directors should be addressed to such individual member; communications to any committee of the Board of Directors should be addressed to the Chairman of such committee; and communications to non-management members of the Board of Directors as a group should be addressed to the Chairman of the Nominating/Corporate Governance Committee. In each case, communications should be further addressed c/o First Industrial Realty Trust, Inc., 311 South Wacker Drive, Suite 3900, Chicago, Illinois 60606. All communications will be forwarded to their respective addressees and, if a stockholder marks his or her communication Confidential, will be forwarded directly to the addressee.

*Board Leadership Structure and Role in Risk Management.* Mr. Tyler is chairman of the Board of Directors. Mr. Tyler served as the Company's interim Chief Executive Officer from October 22, 2008 until January 9, 2009. Prior to and since the completion of his service as interim Chief Executive Officer, Mr. Tyler

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has not served as an officer of the Company and, as discussed above, Mr. Tyler is an independent director as affirmatively determined by the Board of Directors. We believe that having board leadership independent of management helps ensure critical and independent thinking with respect to the Company's strategy and performance. Mr. Duncan, the Company's President and Chief Executive Officer, is also a member of the Board of Directors. The presence of Mr. Duncan on the Board of Directors helps to ensure that management's insight is directly available to the directors in their deliberations.

The Board of Directors oversees the business of the Company and our stockholders' interests in the long-term financial strength and overall success of the Company's business. In this respect, the Board of Directors is responsible for overseeing the Company's risk management. The Board of Directors delegates many of these functions to the Board's committees. Each committee of the Board of Directors is responsible for reviewing the risk exposure of the Company related to the committees' areas of responsibility and providing input to the Board of Directors on such risks. The Board of Directors and its committees regularly review material strategic, operational, financial, compensation and compliance risks with management.

For example, under its charter, the Audit Committee is required to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial information that will be provided to the stockholders, the systems of internal controls that management and the Board of Directors have established and the audit process. The Audit Committee is responsible for facilitating communication between the Company's independent auditors and the Board of Directors and management, and for reviewing with the independent auditors the adequacy of the Company's internal controls. The Audit Committee also reviews with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

Similarly, the Compensation Committee strives to adopt compensation incentives that encourage appropriate risk-taking behavior that is consistent with the Company's long-term business strategy. We do not believe that our compensation policies and practices are reasonably likely to have a material adverse effect on the Company. The Compensation Committee has focused on aligning our compensation policies with our stockholders' long-term interests and avoiding short-term rewards for management or awards that encourage excessive or unnecessary risk taking. For example, a substantial amount of compensation provided to the Company's executive officers is in the form of equity awards for which the ultimate value of the award is tied to the Company's stock price and which are subject to long-term vesting schedules. In addition, annual cash and equity bonuses provided to management under the 2014 Employee Bonus Plan (as defined below) were contingent, among other factors, upon the Company's satisfaction of prescribed levels of funds from operations, same store net operating income growth and fixed charge coverage ratio. Because these awards are directly tied to increased financial performance and stock price, in line with our stockholders' interests, we believe that none of these types of awards contribute to excessive or unnecessary risk taking.

## **DIRECTOR COMPENSATION**

As the only director of the Company who is also an employee, Mr. Duncan (our Chief Executive Officer) receives no additional compensation for his service as a director.

Compensation of non-employee directors is reviewed annually by the Compensation Committee of the Board of Directors, which makes any recommendations of compensation changes to the entire Board of Directors. Non-employee directors are not entitled to retirement benefits, incentive compensation or perquisites for their service, although they are reimbursed for their out-of-pocket expenses for meeting attendance.

Prior to the 2014 Annual Meeting of Stockholders, compensation for non-employee directors of the Company consisted of an annual cash director's fee of \$120,000. No fees were paid for attendance at in-person or telephonic meetings of the Board of Directors and its committees. Additional annual fees were paid for service as Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Compensation Committee and Chairman of the Nominating/Corporate Governance Committee in amounts of \$50,000, \$20,000, \$10,000 and \$10,000, respectively.

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Effective as of the 2014 Annual Meeting of Stockholders, compensation for non-employee directors of the Company consists of an annual cash director's fee of \$70,000 and an annual grant of restricted Common Stock with a grant date fair value of approximately \$70,000. No fees are paid for attendance at in-person or telephonic meetings of the Board of Directors and its committees. Additional annual fees are paid in cash for service as Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Compensation Committee and Chairman of the Nominating/Corporate Governance Committee in amounts of \$50,000, \$30,000, \$20,000 and \$15,000, respectively, and for non-chair service on the Audit Committee, the Compensation Committee, the Investment Committee and the Nominating/Corporate Governance Committee in amounts of \$9,000, \$7,500, \$7,500 and \$6,000, respectively. Mr. Tyler, the Chairman of our Board of Directors, does not receive any non-chair service fees for committee service in addition to the fee he receives for service as Chairman of the Board of Directors.

**DIRECTOR COMPENSATION TABLE**

| <b>Name</b>             | <b>Fees Earned<br/>or Paid in<br/>Cash (\$)</b> | <b>Stock<br/>Awards<br/>(\$)<sup>(1)(2)</sup></b> | <b>Total<br/>Compensation (\$)</b> |
|-------------------------|---|---|------------------------------------|
| Matthew S. Dominski     | 95,667  | 69,993  | 165,660                            |
| H. Patrick Hackett, Jr. | 122,333   | 69,993  | 192,326                            |
| John Rau                | 106,000   | 69,993  | 175,993                            |
| L. Peter Sharpe         | 109,333   | 69,993  | 179,326                            |
| W. Ed Tyler             | 136,667   | 69,993  | 206,660                            |

(1) Amounts reflect the aggregate grant date fair value of each award as determined under FASB ASC Topic 718.

(2) In addition to the 3,850 shares of restricted Common Stock granted to Messrs. Dominski, Hackett, Rau, Sharpe and Tyler during 2014 reflected in the above table, as of December 31, 2014, Mr. Rau held an additional 656 shares of unvested restricted Common Stock and Mr. Tyler held an additional 1,128 shares of unvested restricted Common Stock.

## COMPENSATION DISCUSSION AND ANALYSIS

### 2014 ACCOMPLISHMENTS

2014 was a successful year for the Company, marked by continued execution of our strategy: driving long-term cash flow growth and value for shareholders through leasing; enhancing our portfolio through new developments; acquiring and selling select properties and maintaining our strong balance sheet. Decisions by the Board of Directors on executive compensation are reflective of the Company's strong performance during the year, including:

Delivering total return to stockholders of 21.2%;

Growing our Common Stock dividend by 20.6%;

Increasing in-service portfolio occupancy to 94.3% at year-end 2014, up 140 basis points from year-end 2013;

Growing rental rates on new and renewal leases by 2.2% on a cash basis;

Placing in service five developments totaling 1.6 million square feet, two in Southern California and one each in Central Pennsylvania, Chicago, and Minneapolis, all of which are 100% leased, with a total estimated investment of \$115 million;

Completing three additional developments totaling 1.0 million square feet, located in Southern California, Houston, and Minneapolis, with an estimated total investment of \$62 million;

Starting five additional developments totaling 1.3 million square feet, three in Dallas and two in Eastern Pennsylvania, with an estimated total investment of \$79 million;

Acquiring eight industrial properties comprising 1.1 million square feet plus several development sites for a total of \$95.7 million;

Selling 29 industrial properties totaling 2.0 million square feet plus two land parcels for a total of \$102.6 million; and

Achieving investment grade ratings on our senior unsecured debt from the three major debt ratings agencies.

### OBJECTIVES AND DESIGN OF COMPENSATION PROGRAM

The Company maintains the philosophy that compensation of its executive officers and other employees should serve the best interests of the Company's stockholders. Accordingly, the Company believes that its executive compensation program should not only serve to attract and retain talented and capable individuals, but should also provide them with proper incentives linked to performance criteria that are designed to maximize the Company's overall performance. To this end, the Company's compensation program consists of a mix of compensation that is intended to compensate executive officers for their contributions during the year, and to reward them for achievements that lead to increased Company performance and increases in stockholder value.



**THE EXECUTIVE COMPENSATION PROCESS AND THE ROLE OF EXECUTIVE OFFICERS IN COMPENSATION DECISIONS**

The Compensation Committee of the Company's Board of Directors (the Compensation Committee) has overall responsibility for approving and evaluating the compensation plans, policies and programs relating to the executive officers of the Company. The Compensation Committee typically formulates compensation beginning in December of the prior fiscal year and continuing through the first quarter of the applicable fiscal year, by setting that year's salary and, if applicable, maximum cash and equity bonuses for the Company's employees, including those named executive officers listed in the Summary Compensation Table on page 22 (the Named Executive Officers). Also, typically in the first quarter of the applicable fiscal year, the Compensation Committee adopts, and the full Board of Directors ratifies, the performance criteria to be used for that year in determining the incentive compensation of the Company's employees (including the Named Executive Officers)

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other than those covered by separate plans or agreements. Then, after the end of the applicable fiscal year, the Compensation Committee meets to determine incentive compensation to be paid to the Company's employees, including the Named Executive Officers, with respect to that year, pursuant to the performance criteria or, as applicable, pursuant to separate plans or agreements. Per such determination, the Company pays cash bonuses and issues restricted Common Stock, typically in February or March.

Historically, the Company's Chief Executive Officer and Chief Financial Officer have participated in meetings with the Compensation Committee at various times throughout the year. During the first quarter of the applicable fiscal year, they typically meet with the Compensation Committee to present and discuss recommendations with respect to the applicable fiscal year's salaries and maximum cash and equity bonuses for the Named Executive Officers, other than themselves, not covered by separate plans or agreements. Also in the first quarter of each year they typically meet with the Compensation Committee to present and discuss recommendations with respect to incentive compensation for the year just ended. In addition, they traditionally meet with the Compensation Committee regarding employment agreements that the Company has entered into (if any), and assist the Compensation Committee in providing compensation information to outside consultants engaged to evaluate the Company's compensation programs. However, neither our Chief Executive Officer nor our Chief Financial Officer participate in any decisions with respect to their own compensation.

Periodically, though not every year, the Company and the Compensation Committee engage the services of outside consultants to evaluate the Company's executive compensation program. In 2012 and 2013, the Compensation Committee retained FPL Associates, L.P. ( "FPL" ), a nationally-recognized compensation consulting firm specializing in the real estate industry, to review the appropriateness of our compensation, including that of the Named Executive Officers. Consistent with SEC rules, the Company has assessed whether the work of FPL raises any conflict of interest and has determined that the retention of FPL to advise the Compensation Committee concerning executive compensation matters does not create a conflict of interest. Neither the Compensation Committee nor the Company has any other professional relationship with FPL.

The Compensation Committee directed FPL to, among other things: (1) assist the Compensation Committee in applying our compensation philosophy for the Named Executive Officers, including the determination of the portion of total compensation awarded in the form of base salary, annual incentives and equity-based compensation, as well as selecting the appropriate performance metrics and levels of performance; (2) analyze current compensation conditions among the Company's peers, and assess the competitiveness and appropriateness of compensation levels for the Named Executive Officers; (3) recommend to the Compensation Committee any modifications or additions to the Company's existing compensation programs that it deems advisable; (4) make specific recommendations to the Compensation Committee for base salary, annual incentives and equity-based awards for the Named Executive Officers; and (5) assist with the establishment of the Long-Term Incentive Program (as described in greater detail below under "Long-Term Incentive Program").

As part of its review, FPL surveyed the compensation programs of 30 real estate companies. This peer group, which was referenced primarily to gauge the general appropriateness of the Company's overall executive compensation structure, included the following companies, 15 of which at such time had a total capitalization smaller than the Company's and 15 of which had a total capitalization larger than the Company's:

|                                   |   |   |
|-----------------------------------|---|---|
| Acadia Realty Trust               | American Assets Trust, Inc.               | Ashford Hospitality Trust, Inc.         |
| Colonial Properties Trust         | CubeSmart                                 | DCT Industrial Trust Inc.               |
| DiamondRock Hospitality Company   | Dupont Fabros Technology, Inc.            | EastGroup Properties, Inc.              |
| EPR Properties                    | Equity One, Inc.                          | Extra Space Storage Inc.                |
| Felcor Lodging Trust Incorporated | Glimcher Realty Trust                     | Hersha Hospitality Trust                |
| LaSalle Hotel Properties          | Lexington Realty Trust                    | Medical Properties Trust, Inc.          |
| Omega Healthcare Investors, Inc.  | Pennsylvania Real Estate Investment Trust | Post Properties, Inc.                   |
| PS Business Parks, Inc.           | RLJ Lodging Trust                         | Saul Centers, Inc.                      |
| Sovran Self Storage, Inc.         | Strategic Hotels & Resorts, Inc.          | Sun Communities, Inc.                   |
| Sunstone Hotel Investors, Inc.    | W. P. Carey Inc.                          | Washington Real Estate Investment Trust |

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The Compensation Committee used the data provided in connection with FPL's survey not as a benchmark per se, but rather as a reference point to gauge generally the appropriateness of the Company's executive compensation programs.

**EXECUTIVE COMPENSATION COMPONENTS**

The components of the Company's executive compensation program are base salary, cash and equity incentive bonuses and benefits and perquisites. Each component of the Company's executive compensation program is intended to serve to attract and retain talented, capable individuals to the Company's executive ranks.

Base salary and benefits and perquisites are intended to provide a level of fixed compensation to the Named Executive Officers for services rendered during the year. Increases to base salary are typically a function of individual performance and general economic conditions. Benefits and perquisites available generally to the Company's employees, including the Named Executive Officers, currently include premiums paid by the Company on term life insurance and long-term disability insurance; standard health, life and disability insurance; car allowances; and 401(k) matching contributions.

Incentive bonuses, by contrast, are linked to, and are a function of, the achievement of performance criteria that are designed with the intention of incentivizing the Named Executive Officers to maximize the Company's overall performance. Incentive bonuses are awarded as either cash or equity. The Compensation Committee does not have a specific policy regarding the mix of cash and non-cash compensation awarded to the Named Executive Officers. Although the exact percentages vary among individuals, equity comprises approximately 40% of the potential incentive bonuses for the Named Executive Officers as a group. For our Chief Executive Officer, the mix of cash and equity compensation he is entitled to receive is set forth in his employment agreement. Additionally, his annual incentive bonuses will typically be payable in a combination of cash and shares of restricted Common Stock, and it is expected that the portion paid in restricted Common Stock will be proportionate to the equity incentive compensation received by the Company's executive officers generally.

Historically, base salary and benefits and perquisites have made up approximately one-third of a Named Executive Officer's compensation in a typical year, while incentive bonuses have comprised the remaining two-thirds. Although this mix may vary from year to year, the Compensation Committee strives to ensure that the Named Executive Officers' compensation is largely performance-based.

The Compensation Committee believes that restricted Common Stock awards and Performance Unit (as defined below) awards play an important role in aligning management's interests with those of the Company's stockholders in that restricted Common Stock and Performance Units (other than the vesting and transfer restrictions applicable to them) are economically identical to stockholders' Common Stock. For this reason, restricted Common Stock and Performance Unit awards have been a significant part of executive compensation, although the Compensation Committee may use other forms of equity compensation in the future.

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

At our 2014 Annual Meeting of Stockholders, we conducted an advisory vote on executive compensation. While the results of this vote were non-binding, we believe that presenting this matter to our stockholders is an important means of obtaining investor feedback on our compensation policies. At the 2014 Annual Meeting, more than 97% of the votes cast in the vote on the compensation of our Named Executive Officers as disclosed in the proxy statement for that meeting were in favor of such compensation and, as a result, the compensation of our Named Executive Officers was approved by our stockholders on an advisory basis. In light of this support, the Board of Directors and Compensation Committee elected not to make any changes to our executive compensation policies at this time.

We have determined that our stockholders should vote on a say-on-pay proposal each year, consistent with the preference expressed by our stockholders at our 2011 Annual Meeting of Stockholders. To the extent that the advisory vote indicates a lack of support for the compensation of our Named Executive Officers as disclosed in this Proxy Statement, we plan to consider our stockholders' concerns and expect that the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

## SETTING EXECUTIVE COMPENSATION

### Base Salary

The Company provides the Named Executive Officers with base salary to compensate them for services rendered during the fiscal year. The base salaries of the Named Executive Officers are a function of either the minimum base salaries specified in their employment agreements or the base salary negotiated at the time of an executive's initial employment, and any subsequent increases to such base salaries approved by the Compensation Committee. In determining increases to such base salaries for any year, the Compensation Committee considers individual performance of the Named Executive Officers in the most recently completed year, including organizational and management development and leadership exhibited from year-to-year. The Compensation Committee also considers, but does not specifically benchmark compensation to, peer information provided by compensation consultants. The Compensation Committee also considers general economic conditions prevailing at the end of such year, when the increases for the following year are typically determined. The Company does not guarantee annual base salary increases to anyone. In December 2012, the Company entered into an employment agreement with Mr. Duncan that provides, among other things, for a minimum annual base salary of \$850,000. Mr. Duncan voluntarily agreed to reduce his base salary to \$832,000 during 2013 and 2014. For 2014, the base salaries paid to the Named Executive Officers remained the same as in 2013 as reflected in the Summary Compensation Table of this Proxy Statement.

### Annual Incentive Bonuses

The Company provides its senior executives with annual incentive compensation, which currently includes cash and equity awards, in the form of restricted Common Stock, to incentivize and reward them for Company and individual performance. The Company does not guarantee annual bonuses to anyone.

### Performance Measures

For 2014, 2013 and 2012, each Named Executive Officer participated in the incentive compensation plan generally available to the Company's employees (each, an Employee Bonus Plan), which plans were recommended by the Compensation Committee and adopted by the Board of Directors.

Under the 2012 Employee Bonus Plan, compensation determinations of the Compensation Committee were based on the Company's achievement above a minimum level of funds from operations (FFO) per share, as adjusted in the Compensation Committee's discretion to exclude the effects of certain items and, with respect to each Named Executive Officer other than Mr. Duncan, the Chief Executive Officer's evaluation and individual recommendations to the Compensation Committee. These metrics reflected the Compensation Committee's determination in connection with these periods that FFO represented the best single measure to appropriately capture the Company's performance.

Informed by the survey conducted in 2012 by our outside compensation consultant, FPL, as part of its evaluation of the Company's executive compensation program, the Compensation Committee has since determined that additional criteria should also be considered in analyzing the Company's performance. Therefore, as described more fully below, compensation determinations under the 2013 and 2014 Employee Bonus Plans were based not only on FFO per share, but also on these additional criteria in an effort to better measure the overall financial performance of the Company.

### 2014 Employee Bonus Plan

For 2014, each Named Executive Officer participated in the incentive compensation plan generally available to the Company's employees (the 2014 Employee Bonus Plan), which plan was recommended by the Compensation Committee and adopted by the Board of Directors on March 11, 2014.

Under the 2014 Employee Bonus Plan, a bonus pool is established based on the achievement by the Company of certain identified thresholds of four performance categories. These categories are (i) FFO per share (as described below), (ii) same store NOI (SS NOI) growth (as described below), (iii) fixed charge coverage



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ratio (as described below) and (iv) discretionary financial and non-financial objectives determined by the Company's Chief Executive Officer. Each of these performance categories may be adjusted by the Compensation Committee in its discretion to exclude the effects of certain items. The Compensation Committee assigned weighting factors to each of the performance categories, such that performance in certain categories had a more pronounced impact on the bonus pool under the 2014 Employee Bonus Plan than did performance in other categories. The weighting factors were as follows:

| Category                                   | Weighting Factor |
|--|------------------|
| FFO <sup>(1)</sup> per share               | 65%              |
| SS NOI <sup>(2)</sup> growth               | 10%              |
| Fixed charge coverage ratio <sup>(3)</sup> | 10%              |
| Discretionary objectives                   | 15%              |

- (1) FFO is a non-GAAP financial measure created by the National Association of Real Estate Investment Trusts ( NAREIT ) as a supplemental measure of REIT operating performance that excludes certain items from net income (loss) determined in accordance with GAAP. FFO is calculated by us in accordance with the definition adopted by the Board of Governors of NAREIT and therefore may not be comparable to other similarly titled measures of other companies. The Compensation Committee believes that the use of FFO available to common stockholders and participating securities, combined with net income (loss) (which remains the primary measure of performance), improves the understanding of operating results of REITs among the investing public and makes comparisons of REIT operating results more meaningful. The Compensation Committee believes that, by excluding gains or losses related to sales of previously depreciated real estate assets, real estate asset depreciation and amortization and impairment charges (reversals) recorded on depreciable real estate, investors and analysts are able to identify the operating results of the long-term assets that form the core of a REIT's activity and use these operating results for assistance in comparing these operating results between periods or to those of different companies. Please see the reconciliation of FFO to net income available to common stockholders contained in our Annual Report on Form 10-K filed on February 26, 2015.
- (2) SS NOI is a non-GAAP financial measure that provides a measure of rental operations, and does not factor in depreciation and amortization, general and administrative expense, acquisition costs, interest expense, impairment charges, interest income, equity in income from joint ventures, income tax expense/benefit, gains and losses on retirement of debt, sale of real estate and mark-to-market of interest rate protection agreements. The Company defines SS NOI as revenues minus property expenses such as real estate taxes, repairs and maintenance, property management, utilities, insurance and other expenses, minus the net operating income of properties that are not same store properties and minus the impact of straight-line rent, the amortization of lease inducements, the amortization of above/below market rent and lease termination fees. As so defined, SS NOI may not be comparable to same store net operating income or similar measures reported by other REITs that define same store properties or net operating income differently. The major factors influencing SS NOI are occupancy levels, rental rate increases or decreases and tenant recoveries increases or decreases. The Compensation Committee believes that, because our success depends largely upon our ability to lease space and to recover the operating costs associated with those leases from our tenants, SS NOI is an important measure of the Company's performance. Please see the reconciliation of same store revenues and property expenses to SS NOI contained in our Annual Report on Form 10-K filed on February 26, 2015.
- (3) The Company is a party to certain lending arrangements that require the Company to maintain a specified fixed charge coverage ratio. For purposes of the 2014 Employee Bonus Plan, the Company defined fixed charge coverage ratio in accordance with that certain Amended and Restated Unsecured Revolving Credit Agreement dated as of July 19, 2013, a copy of which was filed with our Current Report on Form 8-K filed on July 22, 2013. The Compensation Committee believes that fixed charge coverage ratio is an important measure of the Company's performance because it is critical to the Company's progress toward improving the investment grade rating on its unsecured debt.

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The Compensation Committee established performance targets relating to each performance category for the 2014 Employee Bonus Plan. The Company's 2014 performance in the identified performance categories resulted in the following funding of the bonus pool associated with that performance category:

| Category                    | Performance Target <sup>(1)</sup> | Actual Result <sup>(1)</sup> | Bonus Pool Funding % |
|-----------------------------|-----------------------------------|------------------------------|----------------------|
| FFO per share               | \$ 1.21 <sup>(2)</sup>            | \$ 1.21 <sup>(2)</sup>       | 75.0%                |
| SS NOI growth               | 4.0%                              | 4.1% <sup>(3)</sup>          | 77.9%                |
| Fixed charge coverage ratio | 2.38x                             | 2.42x                        | 125.0%               |

(1) Amounts exclude a one-time restoration fee of \$2.6 million that was anticipated to be, and was, earned during the year ended December 31, 2014.

(2) Amount excludes an accrual for cash bonuses and certain other items.

(3) The Compensation Committee calculated SS NOI growth using a cumulative quarterly average as opposed to the methodology traditionally utilized in our financial reporting, which measures the year-over-year growth of our properties.

The Compensation Committee determined that the funding percentage for the bonus pool with respect to the discretionary objectives chosen by them should be 90% based on the Company's strong performance in 2014, as described in greater detail above under 2014 ACCOMPLISHMENTS. The Company's 2014 performance in the identified performance categories resulted in the funding of the aggregate bonus pool available under the 2014 Employee Bonus Plan in an amount equal to 82.5% of the target maximum cash and equity bonuses of all eligible employees, including the Named Executive Officers. After determining the aggregate bonus pool available under the 2014 Employee Bonus Plan, the Compensation Committee and our Chief Executive Officer allocated individual awards based on the individual award recipients performance.

The target maximum bonuses for the Named Executive Officers for purposes of the 2014 Employee Bonus Plan were as follows:

| Executive Officer | Target Maximum Cash Bonus<br>(% of Base Salary) | Target Maximum Equity Bonus<br>(% of Base Salary) |
|-------------------|---|---|
| Bruce W. Duncan   | 225%  | 200%  |
| Scott A. Musil    | 150%  | 100%  |
| Johannson L. Yap  | 200%  | 140%  |
| David G. Harker   | 150%  | 100%  |
| Peter O. Schultz  | 150%  | 100%  |

The actual percentage of cash and equity bonuses (the Individual Cash Percentage and the Individual Equity Percentage) awarded to the Named Executive Officers were determined as described below.

The actual individual bonuses paid to the Named Executive Officers (other than our Chief Executive Officer) from the bonus pool were determined by the Compensation Committee, after recommendations from our Chief Executive Officer, based upon the respective officer's achievement of the following individual performance objectives that were approved by the Board of Directors and communicated to the officer:

| <b>Executive Officer</b> | <b>Individual Performance Objectives</b>  |
|--------------------------|---|
| Scott A. Musil           | Progress with respect to leverage ratios, improved credit ratings on unsecured debt and execution of the Company's term loan                          |
| Johannson L. Yap         | Progress with respect to acquisitions and divestitures, completing and leasing developments and overall performance of the West Region of the Company |
| David G. Harker          | Progress with respect to the leasing of vacant acquisitions and overall performance of the Central Region of the Company                              |
| Peter O. Schultz         | Progress with respect to completing and leasing developments and overall performance of the East Region of the Company                                |



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The actual individual bonus paid to our Chief Executive Officer from the bonus pool was determined by the Compensation Committee based upon its assessment of the Company's overall performance and the Company's achievement of the corporate performance goals under the 2014 Employee Bonus Plan.

The aggregate amount of bonuses paid to the Named Executive Officers under the 2014 Employee Bonus Plan was \$5,255,211. The cash bonus payments and equity grants made in the first quarter of 2015 to each of our Named Executive Officers in settlement of awards under the 2014 Employee Bonus Plan, together with the applicable Individual Cash Percentage and Individual Equity Percentage, are reflected in the following table:

| Executive Officer | Individual Cash Percentage (%) <sup>(1)</sup> | Cash Bonus Paid (\$) | Individual Equity Percentage (%) <sup>(1)</sup> | Shares of Restricted Stock <sup>(2)</sup> | Grant Date Fair Value of Award (\$) |
|-------------------|---|----------------------|---|---|-------------------------------------|
| Bruce W. Duncan   | 69  | 1,325,000            | 74  | 57,606                                    | 1,250,050                           |
| Scott A. Musil    | 86  | 340,000              | 94  | 11,523                                    | 250,049                             |
| Johannson L. Yap  | 70  | 530,000              | 75  | 18,435                                    | 400,040                             |
| David G. Harker   | 92  | 330,000              | 102   | 11,292                                    | 245,036                             |
| Peter O. Schultz  | 91  | 340,000              | 98  | 11,292                                    | 245,036                             |

(1) The Individual Cash Percentage and Individual Equity Percentage each reflect the actual cash bonus or equity issuance as a percentage of the respective target maximum amount for each individual.

(2) The number of shares approved by the Compensation Committee was determined based on the \$21.70 closing price of the Common Stock on February 12, 2015, which was the date the Compensation Committee approved awards under the 2014 Employee Bonus Plan. For 2013, the Named Executive Officers participated in an incentive compensation plan similar to the 2014 Employee Bonus Plan.

### Long-Term Incentive Program

On June 25, 2013, upon recommendation from the Compensation Committee, the Board of Directors adopted the Long-Term Incentive Program (the "LTIP"), effective as of July 1, 2013. The purpose of the LTIP is to provide incentives for the achievement of longer-term sustained value creation metrics and retention by focusing on longer-term fundamentals. The LTIP is predicated on the achievement of performance metrics, which ensures that the Company is able to base awards on measurable performance factors and business results.

On June 25, 2013, the Board of Directors also authorized two equal grants under the LTIP to be made to certain employees of the Company, including each Named Executive Officer, effective as of July 1, 2013 (the "2013 LTIP Awards"). Grantees of 2013 LTIP Awards were issued a specified number of performance units ("Performance Units"), each of which represents the right to receive, upon vesting, one share of Common Stock plus dividend equivalents representing any dividends that accrued with respect to such share after the issuance of the Performance Units and prior to the date of vesting. All vested Performance Units and dividend equivalents will be settled in shares of Common Stock. Only those dividend equivalents that have accrued prior to the vesting date with respect to the shares underlying the Performance Units that actually vest will be paid to grantee upon vesting.

## PROXY STATEMENT

The 2013 LTIP Awards vest based upon the relative total stockholder return of our Common Stock as compared to the MSCI U.S. REIT Index, with respect to 75% of the total Performance Units, and the NAREIT Industrial Index, with respect to the remaining 25% of the Performance Units, over the pre-established performance measurement period, as follows:

*MSCI U.S. REIT Index Performance Units***Total Company Stockholder Return for Performance****Period Relative to Total Return for Performance Period of**

|           | <b>MSCI US REIT Index (RMS G)</b> | <b>Percentage of<br/>Performance Units Vested</b> |
|-----------|-----------------------------------|---|
| Threshold | MSCI US REIT Index minus 2%       | 25%   |
| Target    | MSCI US REIT Index plus 1%        | 40%   |
| Stretch   | MSCI US REIT Index plus 4%        | 85%   |
| Maximum   | MSCI US REIT Index plus 7%        | 100%  |

*NAREIT Industrial Index Performance Units***Total Company Stockholder Return for Performance****Period Relative to Total Return for Performance Period of**

|           | <b>NAREIT Industrial Index (FNINDTR)</b> | <b>Percentage of<br/>Performance Units Vested</b> |
|-----------|--|---|
| Threshold | NAREIT Industrial Index minus 2%         | 25%   |
| Target    | NAREIT Industrial Index plus 1%          | 40%   |
| Stretch   | NAREIT Industrial Index plus 4%          | 85%   |
| Maximum   | NAREIT Industrial Index plus 7%          | 100%  |

The performance period for all of the 2013 LTIP Awards began on July 1, 2013, and the performance period for one-half of the 2013 LTIP Awards ended on June 30, 2014 and the performance period for other half of the 2013 LTIP Awards ends on December 31, 2015. Upon the consummation of a change of control of the Company, each grantee would become vested in a number of Performance Units based on the level of achievement of the applicable performance targets through the date of the change of control. In the event of a termination of a grantee's employment due to death or disability, the grantee would become vested in a pro rata number of Performance Units based on the level of achievement of the applicable performance targets through the date of death or disability. In the event of termination of a grantee's employment due to voluntary retirement, the grantee would become vested in a pro rata number of Performance Units based on the level of achievement of the applicable performance targets through the end of the original performance period.

The 2013 LTIP Awards awarded to each of our Named Executive Officers in 2013 were as follows:

| <b>Executive Officer</b> | <b>2013<br/>LTIP Awards</b> |
|--------------------------|-----------------------------|
| Bruce W. Duncan          | 81,700                      |
| Scott A. Musil           | 81,700                      |
| Johannson L. Yap         | 81,700                      |
| David G. Harker          | 65,360                      |
| Peter O. Schultz         | 81,700                      |

**PROXY STATEMENT**

During the period from July 1, 2013 through June 30, 2014, the performance period for one-half of the 2013 LTIP Awards, the total stockholder return of our Common Stock outperformed the MSCI U.S. REIT Index and the NAREIT Industrial Index by 11.00% and 9.21%, respectively. Accordingly, 100% of such 2013 LTIP Awards vested, resulting in each of our Named Executive Officers earning shares of Common Stock, including Common Stock issued due to dividend equivalents that accrued with respect to such 2013 LTIP Awards, as follows:

| <b>Executive Officer</b> | <b>Shares of Common Stock</b> |
|--------------------------|-------------------------------|
| Bruce W. Duncan          | 41,441                        |
| Scott A. Musil           | 41,441                        |
| Johannson L. Yap         | 41,441                        |
| David G. Harker          | 33,153                        |
| Peter O. Schultz         | 41,441                        |

Effective January 1, 2015, the Board of Directors authorized an additional grant of Performance Units under the LTIP to be made to certain employees of the Company, including each Named Executive Officer (the 2015 LTIP Awards). The performance period for the 2015 LTIP Awards began on January 1, 2015 and ends on December 31, 2017. Other than the performance period, the 2015 LTIP Awards have identical vesting criteria and other terms and conditions as the 2013 LTIP Awards. The 2015 LTIP Awards awarded to each of our Named Executive Officers on January 1, 2015 were as follows:

| <b>Executive Officer</b> | <b>2015 LTIP Awards</b> |
|--------------------------|-------------------------|
| Bruce W. Duncan          | 24,039                  |
| Scott A. Musil           | 24,039                  |
| Johannson L. Yap         | 24,039                  |
| David G. Harker          | 22,837                  |
| Peter O. Schultz         | 24,039                  |

**Broad-Based Benefits**

All full-time employees, including the Named Executive Officers, are eligible to participate in our health and welfare benefit programs, including medical, dental and vision care coverage, disability insurance and life insurance, and our 401(k) plan. We also provide car allowances to certain of our employees, including certain of the Named Executive Officers.

**Termination and Change-in-Control Triggers**

Mr. Duncan has an employment agreement and separate agreements with respect to his restricted Common Stock and Performance Unit awards granted pursuant to the Company's 2009, 2011 and 2014 Stock Plans, which agreements specify events, including change-in-control and, in the case of his restricted Common Stock awards, involuntary termination other than for cause, that trigger the payment of cash and vesting in restricted Common Stock and, as discussed above, Performance Units. Each of the other Named Executive Officers have agreements with respect to their restricted Common Stock and Performance Unit awards granted pursuant to the Company's 2009, 2011 and 2014 Stock Plans that specify events, including change-in-control, that trigger the vesting of such awards. The Company believes having such events as triggers for the payment of cash and/or vesting in restricted Common Stock and Performance Units promotes stability and continuity of management. See [Potential Payments Upon Termination or Change of Control](#) below for more information on the payments triggered by such events.

**Stock Ownership Guidelines and Other Policies**

The stock ownership guidelines for the Company's directors and senior executive officers are as follows:

| Position  | Retainer/<br>Base<br>Salary<br>Multiple |
|---|---|
| Directors   | 3x                                      |
| Chief Executive Officer   | 5x                                      |
| Chief Financial Officer, Chief Investment Officer and Executive Vice Presidents | 4x                                      |

The stock ownership goal for each person subject to the ownership guidelines is determined on an individual basis, using their current retainers or base salaries and using the greater of (i) the market price on the date of purchase or grant of such Common Stock (or equity valued by reference to Common Stock) or (ii) the market price of such Common Stock (or equity valued by reference to Common Stock) as of the date compliance with the stock ownership guidelines is measured. For directors and senior executive officers who were in office as of January 1, 2008, the stock ownership goal must have been achieved by January 1, 2013. All such directors and senior executive officers achieved their respective stock ownership goals as of January 1, 2013. For persons assuming a director or senior executive officer level position after January 1, 2008, the stock ownership goal is determined using their retainers and base salaries in effect on the date they become subject to the ownership guidelines and must be achieved within five years after that date. A copy of the Stock Ownership Guidelines can be found on the Investor Relations/Corporate Governance section of the Company's website at [www.firstindustrial.com](http://www.firstindustrial.com).

The Company's insider trading policy prohibits, among other things, its directors and employees from entering into hedging or monetization transactions with respect to the Company's securities and from holding the Company's securities in margin accounts or otherwise pledging such securities as collateral for loans.

**Stock Retention Requirements**

Until the directors and senior executive officers reach their respective stock ownership goal, they will be required to retain shares that are owned on the date they became subject to the Stock Ownership Guidelines and at least seventy-five percent (75%) of net shares delivered through the Company's executive compensation plans. Net shares deducts from the number of shares obtained by exercising stock options or through the vesting of awards the number of shares the director or senior executive officer sells to pay exercise costs or taxes. If the director or senior executive officer transfers an award to a family member, the transferee becomes subject to the same retention requirements. Until the director and senior executive officer stock ownership goals have been met, shares may be disposed of only for one or more of the exclusion purposes as set forth in the Company's Stock Ownership Guidelines.

**Tax Implications**

Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), generally limits the deductible amount of annual compensation paid by a public company to a covered employee (the chief executive officer and three other most highly compensated executive officers of the company other than the chief financial officer) to no more than \$1 million. The Company does not believe that Section 162(m) of the Code is applicable to its current arrangements with its executive officers.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee of the Board of Directors of the Company has reviewed, and discussed with management, the Compensation Discussion and Analysis included above in this Proxy Statement. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in this Proxy Statement and, through incorporation by reference from this Proxy Statement, the Company's Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2014.

*Submitted by the Compensation Committee:*

L. Peter Sharpe, Chairman

W. Ed Tyler

## SUMMARY COMPENSATION TABLE

The Summary Compensation Table below sets forth the aggregate compensation for Bruce W. Duncan, the Company's President and Chief Executive Officer; Scott A. Musil, the Company's Chief Financial Officer; and certain of the Company's other highly compensated executive officers as required by SEC rules. The 2014 Grants of Plan-Based Awards table following the Summary Compensation Table provides additional information regarding incentive compensation granted by the Company to these officers in 2014.

| Name and Principal Position                              | Year | Salary<br>(\$) | Bonus<br>\$( <sup>1</sup> ) | Stock<br>Awards<br>\$( <sup>2</sup> ) | Non-Equity<br>Incentive<br>Plan<br>Compensation<br>\$( <sup>3</sup> ) | All Other<br>Compensation<br>\$( <sup>4</sup> ) | Total<br>(\$) |
|--|------|----------------|-----------------------------|---------------------------------------|---|---|---------------|
| Bruce W. Duncan  | 2014 | 832,000        | —                           | 1,450,546 <sup>(5)</sup>              | 1,325,000   | 18,523  | 3,626,059     |
| President and CEO  | 2013 | 834,250        | —                           | 1,622,916                             | 1,500,000   | 16,858  | 3,974,024     |
|  | 2012 | 802,083        | —                           | 3,644,999                             | 1,200,000   | 16,243  | 5,663,325     |
| Scott A. Musil   | 2014 | 265,000        | —                           | 320,641 <sup>(5)</sup>                | 340,000   | 8,923   | 934,564       |
| Chief Financial Officer                                  | 2013 | 265,000        | 135,555                     | 884,926                               | 400,000   | 7,258   | 1,692,739     |
|  | 2012 | 255,000        | 122,745                     | 208,998                               | 380,000   | 6,643   | 973,386       |
| Johannson L. Yap   | 2014 | 379,000        | —                           | 519,166 <sup>(5)</sup>                | 530,000   | 20,123  | 1,448,289     |
| Chief Investment Officer and<br>Executive Vice President | 2013 | 379,000        | 193,650                     | 1,074,932                             | 659,000   | 26,372  | 2,332,954     |
|  | 2012 | 365,000        | 175,350                     | 414,003                               | 620,000   | 22,554  | 1,596,907     |
| West Region  |      |                |                             |                                       |   |   |               |
| David G. Harker  | 2014 | 240,000        | —                           | 325,767 <sup>(5)</sup>                | 330,000   | 16,123  | 911,890       |
| Executive Vice President                                 | 2013 | 240,000        | 135,555                     | 771,944                               | 400,000   | 14,458  | 1,561,957     |
| Central Region   |      |                |                             |                                       |   |   |               |
| Peter O. Schultz   | 2014 | 250,000        | —                           | 264,683 <sup>(5)</sup>                | 340,000   | 17,323  | 872,006       |
| Executive Vice President                                 | 2013 | 250,000        | 135,555                     | 874,922                               | 360,000   | 15,658  | 1,636,135     |
| East Region  |      |                |                             |                                       |   |   |               |
|  | 2012 | 240,000        | 122,745                     | 212,494                               | 360,000   | 15,043  | 950,282       |

(1) Amounts for 2013 reflect awards paid in July 2013 under the 2012 Retention Bonus Plan. The material terms of awards under the 2012 Retention Bonus Plan are described in the Compensation Discussion and Analysis under 2012 Retention Bonus Plan.

(2) Amounts reflect the aggregate grant date fair value of each award as determined under FASB ASC Topic 718. See note 12 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of the assumptions used in valuing the 2014 awards. Amounts reflected were not actually received in the year reported and do not necessarily reflect the amounts that will actually be realized under the respective awards.

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- (3) Amounts for 2014 reflect cash awards paid in March 2015 under the 2014 Employee Bonus Plan. The material terms of awards under the 2014 Employee Bonus Plan are described in the Compensation Discussion and Analysis under 2014 Employee Bonus Plan.
- (4) For 2014, includes car allowances of \$9,600, \$11,200, \$7,200 and \$8,400 paid on behalf of Messrs. Duncan, Yap, Harker and Schultz, respectively; a term life insurance premium of \$600 paid on behalf of each Named Executive Officer; short-term and long-term disability insurance premium of \$1,303 paid on behalf of each Named Executive Officer; and 401(k) matching payments of \$7,020 paid on behalf of each Named Executive Officer.
- (5) Amount reflects awards of 79,788, 17,637, 28,557, 17,919, and 14,559 shares of service-based restricted Common Stock, granted to Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively, in 2014 in connection with the 2013 Employee Bonus Plan, valued at \$18.18 per share under FASB ASC Topic 718.

## 2014 GRANTS OF PLAN-BASED AWARDS

| Name (a)         | Grant Date <sup>(1)</sup><br>(b) | Estimated Future Payouts Under Non-Equity Incentive Plan Awards |                                   |                                    | Estimated Future Payouts Under Equity Incentive Plan Awards |                   |                    | All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(4)</sup><br>(i) | Grant Date Fair Value of Stock and Option Awards (\$) <sup>(5)</sup><br>(l) |
|------------------|----------------------------------|---|-----------------------------------|------------------------------------|---|-------------------|--------------------|--|---|
|                  |                                  | Threshold (\$)<br>(c)   | Target <sup>(2)</sup> (\$)<br>(d) | Maximum <sup>(3)</sup> (\$)<br>(e) | Threshold (#)<br>(f)  | Target (#)<br>(g) | Maximum (#)<br>(h) |  |   |
| Bruce W. Duncan  | 2/12/14<br>5/7/14                |   | 1,275,000                         | 1,912,500                          |   |                   |                    | 79,788   | 1,450,546   |
| Scott A. Musil   | 2/12/14<br>5/7/14                |   |                                   | 397,500                            |   |                   |                    | 17,637   | 320,641   |
| Johannson L. Yap | 2/12/14<br>5/7/14                |   |                                   | 758,000                            |   |                   |                    | 28,557   | 519,166   |
| David G. Harker  | 2/12/14<br>5/7/14                |   |                                   | 360,000                            |   |                   |                    | 17,919   | 325,767   |
| Peter O. Schultz | 2/12/14<br>5/7/14                |   |                                   | 375,000                            |   |                   |                    | 14,559   | 264,683   |

- (1) Reflects the date such awards were made effective by the later of the Compensation Committee or the Board of Director or the approval date of the 2014 Stock Incentive Plan, as applicable.
- (2) For Mr. Duncan, amount reflects the target annual cash incentive bonus to which he is entitled pursuant to the terms of his employment agreement. No threshold or target amounts were established with respect to awards for 2014 under the 2014 Employee Bonus Plan for the other Named Executive Officers.
- (3) Amounts reflect the target maximum cash incentive bonus that could become payable to the recipient for 2014 under the 2014 Employee Bonus Plan. The material terms of awards under the 2014 Employee Bonus Plan are described in the Compensation Discussion and Analysis under 2014 Employee Bonus Plan.
- (4) Amount reflects the number of shares each recipient could receive from the vesting of service-based restricted Common Stock awards granted in 2014 under the Company's 2014 Stock Incentive Plan in settlement of awards under the 2013 Employee Bonus Plan. Such restricted Common Stock awards vest ratably over a period of three years.
- (5) Amounts reflect the aggregate grant date fair value of each stock award as determined under FASB ASC Topic 718.

**Employment Agreement with Mr. Duncan**

On December 17, 2012, Mr. Duncan entered into an employment agreement with the Company and its operating partnership, First Industrial L.P., which reflects the terms and conditions of Mr. Duncan's employment. The agreement had an initial term expiring on December 31, 2014, unless otherwise terminated, with up to three one-year extensions that will automatically be effective provided that neither Mr. Duncan nor the Company provides notice to the other at least six months prior to the expiration of the initial term or any subsequent renewal term of their respective intent not to renew. As neither party has delivered a termination notice, Mr. Duncan's employment agreement currently expires December 31, 2015, subject to the two remaining automatic one-year extensions described above.



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Mr. Duncan's employment agreement provides for a minimum annual base salary of \$850,000. Under the agreement, Mr. Duncan is also eligible for annual cash performance bonuses under the Company's incentive bonus plan, based on the satisfaction of performance goals established by the Compensation Committee in accordance with the terms of such plan, with a target annual bonus of 150% of Mr. Duncan's base salary, and a

**PROXY STATEMENT**

target maximum annual bonus of 225% of his base salary. Mr. Duncan is also entitled to participate in all long-term cash and equity incentive plans generally available to the senior executives of the Company with a target annual award of 150% of Mr. Duncan's base salary, and a target maximum annual award of 200% of his base salary. Equity awards granted to Mr. Duncan in connection with any long-term cash and equity incentive plan will vest in accordance with the vesting terms set forth in the restricted stock agreement he entered into on December 17, 2012 in connection with his employment agreement.

Mr. Duncan's employment agreement also provides for payments and benefits to Mr. Duncan by the Company in some circumstances in the event of a termination of employment or of a change of control (which payments and benefits are described below under "POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL.")

**Employment Agreement with Mr. Yap**

The Company and Mr. Yap were previously parties to an employment agreement that was originally entered into as of March 31, 2002 and amended as of December 29, 2008. This agreement expired on December 3, 2013 following a set, five-year term. The agreement reflected the terms and conditions of Mr. Yap's employment with the Company, and provided for payments and benefits to Mr. Yap in some circumstances in the event of a termination of employment or of a change of control. The agreement also contained confidentiality and non-compete restrictive covenants that apply to Mr. Yap during employment and following certain terminations of employment.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2014

| Name (a)         | Option Awards   |  |                                |                            | Stock Awards  |   |  | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(1)</sup> |
|------------------|---|--|--------------------------------|----------------------------|---|---|--|---|
|                  | Number of Securities Underlying Unexercised Options (#) Exercisable (b) | Number of Securities Underlying Unexercised Options (#) Un-exercisable (c) | Option Exercise Price (\$) (e) | Option Expiration Date (f) | Number of Shares or Units of Stock That Have Not Vested (#) (g) | Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup> (h) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) <sup>(2)</sup> (i) |   |
| Bruce W. Duncan  |   |  |                                |                            | 212,475 <sup>(3)</sup>  | 4,368,486   | 42,002   | 863,561   |
| Scott A. Musil   |   |  |                                |                            | 34,366 <sup>(4)</sup>   | 706,565   | 42,002   | 863,561   |
| Johannson L. Yap |   |  |                                |                            | 58,687 <sup>(5)</sup>   | 1,206,605   | 42,002   | 863,561   |
| David G. Harker  |   |  |                                |                            | 35,247 <sup>(6)</sup>   | 724,678   | 33,602   | 690,857   |
| Peter O. Schultz |   |  |                                |                            | 30,984 <sup>(7)</sup>   | 637,031   | 42,002   | 863,561   |

- (1) The dollar amounts shown in columns (h) and (j) are approximately equal to the product of the number of shares or units reported in columns (g) and (i), respectively, multiplied by \$20.56, which was the closing price of the Common Stock on December 31, 2014, the last trading day of the year. This valuation does not take into account any diminution in value that results from the restrictions applicable under the respective awards.
- (2) Amount reflects unvested Performance Units granted in 2013 under the LTIP and dividend equivalents accrued through December 31, 2014 with respect to such Performance Units. The vesting and other material terms of these awards are described in the Compensation Discussion and Analysis under Long-Term Incentive Plan. The number of unvested Performance Units, and accrued dividend equivalents, reflected is based on maximum achievement of performance goals, as the Company achieved maximum performance through December 31, 2014 with respect to the performance measures under the LTIP.
- (3) Amount reflects shares of unvested restricted Common Stock, 72,363 shares of which vested in January 2015, 46,849 shares of which vest in January 2016 and 26,596 shares of which vest in January 2017. Also included in this amount are shares awarded to Mr. Duncan when he entered into a Restricted Stock Award Agreement on December 17, 2012 under which he was granted 200,000 shares of restricted stock, which vest ratably on December 2013, December 2014 and December 2015. All shares reflected in this footnote were fully transferable by Mr. Duncan as of their grant date pursuant to and subject to the terms of the applicable award agreements, and all such shares have been so transferred to a brokerage account.
- (4) Of the shares of unvested restricted Common Stock reported here, 17,183 vested in January 2015, 11,304 vest in January 2016 and 5,879 vest in January 2017.

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- (5) Of the shares of unvested restricted Common Stock reported here, 30,407 vested in January 2015, 18,761 vest in January 2016 and 9,519 vest in January 2017.
  
- (6) Of the shares of unvested restricted Common Stock reported here, 17,675 vested in January 2015, 11,599 vest in January 2016 and 5,973 vest in January 2017.
  
- (7) Of the shares of unvested restricted Common Stock reported here, 16,054 vested in January 2015, 10,077 vest in January 2016 and 4,853 vest in January 2017.

## 2014 OPTION EXERCISES AND STOCK VESTED

In 2014, no options were exercised by the Named Executive Officers and an aggregate of 415,049 Performance Units (inclusive of accrued dividend equivalents related thereto) and shares of restricted Common Stock held by the Named Executive Officers vested, as described more fully in the table below.

| Name             | Option Awards                             |                                 | Stock Awards                             |                                |
|------------------|---|---------------------------------|--|--------------------------------|
|                  | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |
| (a)              | (b)                                       | (c)                             | (d)                                      | (e)                            |
| Bruce W. Duncan  |   |                                 | 176,899 <sup>(1)</sup>                   | 3,330,925                      |
| Scott A. Musil   |   |                                 | 58,144 <sup>(2)</sup>                    | 1,070,378                      |
| Johannson L. Yap |   |                                 | 72,838 <sup>(3)</sup>                    | 1,325,172                      |
| David G. Harker  |   |                                 | 49,592 <sup>(4)</sup>                    | 909,655                        |
| Peter O. Schultz |   |                                 | 57,576 <sup>(5)</sup>                    | 1,060,529                      |

- (1) The shares of Common Stock reported herein were acquired as a result of the vesting of (a) 41,441 Performance Units and accrued dividend equivalents related thereto on June 30, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$18.84); (b) 68,791 restricted shares on January 1, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for January 2, 2014 (\$17.34), the first trading day following the date of vesting of such award and (c) 66,667 restricted shares on December 17, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$20.36).
- (2) The shares of Common Stock reported herein were acquired as a result of the vesting of (a) 41,441 Performance Units and accrued dividend equivalents related thereto on June 30, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$18.84) and (b) 16,703 restricted shares on January 1, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for January 2, 2014 (\$17.34), the first trading day following the date of vesting of such award.
- (3) The shares of Common Stock reported herein were acquired as a result of the vesting of (a) 41,441 Performance Units and accrued dividend equivalents related thereto on June 30, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$18.84) and (b) 31,397 restricted shares on January 1, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for January 2, 2014 (\$17.34), the first trading day following the date of vesting of such award.
- (4) The shares of Common Stock reported herein were acquired as a result of the vesting of (a) 33,153 Performance Units and accrued dividend equivalents related thereto on June 30, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$18.84) and (b) 16,439 restricted shares on January 1, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for January 2, 2014 (\$17.34), the first trading day following the date of vesting of such award.

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- (5) The shares of Common Stock reported herein were acquired as a result of the vesting of (a) 41,441 Performance Units and accrued dividend equivalents related thereto on June 30, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for such date (\$18.84) and (b) 16,135 restricted shares on January 1, 2014, the value of which is based on the closing price of the Common Stock as reported by the NYSE for January 2, 2014 (\$17.34), the first trading day following the date of vesting of such award.

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL****Employment Agreement with Mr. Duncan**

The Company has entered into a written employment agreement with Mr. Duncan that provides for certain lump sum payments and post-termination benefits to Mr. Duncan by the Company in some circumstances in the event of a termination of employment or of a change of control.

In addition to the events of termination of employment identified in the following table, Mr. Duncan's employment agreement provides for payments in the event of his death or disability. Upon death or disability, Mr. Duncan is entitled to (i) his base salary and vacation pay accrued through the date of his death or disability, (ii) his accrued bonus for the fiscal year prior to the year of his death or disability, to the extent not paid, (iii) his unreimbursed business expenses incurred through the date of his death or disability and (iv) certain health care benefits and any other benefits he may be eligible for under the Company's plans, policies or practices.

Mr. Duncan's employment agreement also contains important non-financial provisions that apply in the event of a termination of employment or of a change of control. Mr. Duncan has agreed to a one-year covenant not to compete after his termination. His employment agreement does not provide for a gross-up payment in the event of any excise tax.

**Stock Incentive Plans**

Under the 2009 and 2014 Stock Plans, unvested restricted Common Stock vests in the event of a change of control. In addition, such Stock Plans empower the Compensation Committee to determine other vesting events in the individual restricted Common Stock awards, including vesting events such as involuntary termination of employment without cause and termination due to disability or death. Assuming that the triggering event occurred on December 31, 2014, each Named Executive Officer would have vested in restricted Common Stock having the respective values set forth in the table below.

With respect to the 2013 LTIP Awards and 2015 LTIP Awards, upon the consummation of a change of control of the Company, each grantee would become vested in a number of Performance Units based on the level of achievement of the applicable performance targets through the date of the change of control. In the event of a termination of a grantee's employment due to death or disability, the grantee would become vested in a pro rata number of Performance Units based on the level of achievement of the applicable performance targets through the date of death or disability. In the event of termination of a grantee's employment due to voluntary retirement, the grantee would become vested in a pro rata number of Performance Units based on the level of achievement of the applicable performance targets through the end of the original performance period.

**Life Insurance**

In addition to the events of termination of employment identified in the following table and above, each Named Executive Officer is covered by a Company-provided life insurance policy generally available to the Company's employees. Such policy would entitle the respective Named Executive Officer's beneficiary to a payment of \$400,000 in the event of such Named Executive Officer's death.

**Termination and Change of Control Payments**

The following table includes estimated payments owed and benefits required to be provided to our Named Executive Officers under the employment agreements and Stock Plans described above, exclusive of benefits available on a non-discriminatory basis generally, in each case assuming that the triggering event described in the table occurred on December 31, 2014.

| Name                            | Triggering Event                        | Severance (\$) | Accelerated Equity Awards (\$) <sup>(1)</sup> | Medical Insurance Premiums (\$) <sup>(2)</sup> |
|---------------------------------|---|----------------|---|--|
| Bruce W. Duncan                 | Change of Control <sup>(3)</sup>        |                | 5,232,047                                     |  |
|                                 | Termination Following Change of Control | 6,637,500      |   | 53,935   |
|                                 | Termination w/o Cause <sup>(4)</sup>    | 5,575,000      | 4,368,486                                     | 53,935   |
| Scott A. Musil <sup>(5)</sup>   | Change of Control <sup>(3)</sup>        |                | 1,570,126                                     |  |
|                                 | Termination w/o Cause                   |                |   |  |
| Johannson L. Yap <sup>(5)</sup> | Change of Control <sup>(3)</sup>        |                | 2,070,166                                     |  |
|                                 | Termination w/o Cause                   |                |   |  |
| David G. Harker <sup>(5)</sup>  | Change of Control <sup>(3)</sup>        |                | 1,415,535                                     |  |
|                                 | Termination w/o Cause                   |                |   |  |
| Peter O. Schultz <sup>(5)</sup> | Change of Control <sup>(3)</sup>        |                | 1,500,592                                     |  |
|                                 | Termination w/o Cause                   |                |   |  |

(1) For purposes of estimating the value of awards of restricted Common Stock which vest the Company has considered any applicable employment agreement limitations and assumed a price per share of its Common Stock of \$20.56, which was the closing price of the Common Stock on December 31, 2014, the last trading day of the year.

(2) Present value of estimated premiums required to be paid by the Company or cash payments in lieu of benefits required to be provided.

(3) Upon a change of control of the Company, the vesting of any unvested restricted Common Stock held by the officer will accelerate, and the 2013 LTIP Awards will vest based on the level of achievement of the applicable performance targets through the date of the change of control. The amounts reflected in this table for the unvested 2013 LTIP Awards are based on the highest level of achievement of the applicable performance targets and include accrued dividend equivalents through December 31, 2014.

(4) Includes constructive discharge under the terms of Mr. Duncan's employment agreement.

(5) None of Messrs. Musil, Yap, Harker or Schultz was a party to an employment agreement with the Company as of December 31, 2014. As such, the amounts disclosed in this table relate only to awards of restricted Common Stock and Performance Units granted to Messrs. Musil, Yap, Harker and Schultz under the Company's stock incentive plans.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The Compensation Committee currently consists of Mr. Tyler, who served as the Company's interim Chief Executive Officer from October 22, 2008 until January 9, 2009, and Mr. Sharpe. Except for Mr. Tyler's and Mr. Sharpe's services as directors, neither Mr. Tyler nor Mr. Sharpe had any other business relationship or affiliation with the Company in 2014 requiring disclosure by the Company under Item 404 of Regulation S-K.

**REPORT OF THE AUDIT COMMITTEE**



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Pursuant to a meeting of the Audit Committee on February 17, 2015, the Audit Committee reports that it has: (i) reviewed and discussed the Company's audited financial statements with management; (ii) discussed with

**PROXY STATEMENT**

the independent registered public accounting firm the matters (such as the quality of the Company's accounting principles and internal controls) required to be discussed by Statement on Auditing Standards No. 61; and (iii) received written confirmation from PricewaterhouseCoopers LLP that it is independent and written disclosures as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and discussed with PricewaterhouseCoopers LLP its independence. Based on the review and discussions referred to in items (i) through (iii) above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's annual report for the Company's fiscal year ended December 31, 2014.

*Submitted by the Audit Committee:*

H. Patrick Hackett, Jr., Chairman

John Rau

L. Peter Sharpe

**TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS**

*Review, Approval or Ratification of Transactions with Related Persons.* Transactions involving the Company and its executive officers and directors that are reportable under Item 404 of Regulation S-K are required by the Company's written policies to be reported to and approved by the Nominating/Corporate Governance Committee of the Board of Directors. The Nominating/Corporate Governance Committee addresses such transactions on a case-by-case basis, after considering the relevant facts and circumstances.

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 (as amended, the Exchange Act) requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC and the NYSE. Officers, directors and greater than ten-percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms so filed.

Based solely on review of the copies of such forms furnished to the Company for 2014, all of the Company's officers, directors and greater than ten-percent stockholders timely filed all reports required to be filed by Section 16(a) of the Exchange Act during 2014.

**SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS**

The following table presents information concerning the ownership of Common Stock of the Company and limited partnership units (Units) of First Industrial, L.P. (which generally are redeemable for Common Stock on a one-for-one basis or cash at the option of the Company) by:

all directors named and nominees named in this Proxy Statement (the named directors);

all Named Executive Officers identified in the Summary Compensation Table;

all named directors and Named Executive Officers of the Company as a group; and

persons and entities known to the Company to be beneficial owners of more than 5% of the Company's Common Stock.



## PROXY STATEMENT

The information is presented as of the Record Date, unless otherwise indicated, and is based on representations of officers and directors of the Company and filings received by the Company on Schedule 13G under the Exchange Act. As of the Record Date, there were 110,727,654 shares of Common Stock and 4,364,812 Units outstanding.

| Names and Addresses of 5% Stockholders   | Common Stock/Units<br>Beneficially Owned |                     |
|--|--|---------------------|
|  | Number                                   | Percent<br>of Class |
| Cohen & Steers, Inc. <sup>(1)</sup>  | 15,048,634                               | 13.59%              |
| 280 Park Ave., 10 <sup>th</sup> Floor<br>New York, NY 10017                        |  |                     |
| The Vanguard Group <sup>(2)</sup>  | 14,842,530                               | 13.40%              |
| 100 Vanguard Blvd.<br>Malvern, PA 19355  |  |                     |
| BlackRock, Inc. <sup>(3)</sup>   | 8,369,846                                | 7.56%               |
| 40 East 52 <sup>nd</sup> Street<br>New York, NY 10022                              |  |                     |
| Vanguard Specialized Funds Vanguard REIT Index Fund <sup>(4)</sup>                 | 8,203,676                                | 7.41%               |
| 100 Vanguard Blvd.<br>Malvern, PA 19355  |  |                     |
| The London Company <sup>(5)</sup>  | 8,016,553                                | 7.24%               |
| 1801 Bayberry Court, Suite 301<br>Richmond, Virginia 23226                         |  |                     |
| Principal Real Estate Investors, LLC <sup>(6)</sup>                                | 6,529,371                                | 5.90%               |
| 801 Grand Avenue<br>Des Moines, IA 50392   |  |                     |
| Daiwa Asset Management Co. Ltd. <sup>(7)</sup>                                     | 5,555,466                                | 5.02%               |
| GranTokyo North Tower<br>9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan 100-6753 |  |                     |
| <b>Names and Addresses of Directors and Officers*</b>                              |  |                     |
| Bruce W. Duncan <sup>(8)</sup>   | 1,044,998                                | **                  |
| Matthew S. Dominski <sup>(9)</sup>   | 20,750                                   | **                  |
| H. Patrick Hackett, Jr. <sup>(9)</sup>   | 71,273                                   | **                  |
| John Rau <sup>(10)</sup>   | 51,242                                   | **                  |
| L. Peter Sharpe <sup>(9)</sup>   | 53,850                                   | **                  |

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|  |           |       |
|--|-----------|-------|
| W. Ed Tyler <sup>(11)</sup>  | 86,082    | **    |
| Scott A. Musil <sup>(12)</sup>   | 139,581   | **    |
| Johannson L. Yap <sup>(13)</sup>   | 363,222   | **    |
| David G. Harker <sup>(14)</sup>  | 88,414    | **    |
| Peter O. Schultz <sup>(15)</sup>   | 110,658   | **    |
| All named directors and currently-serving executive officers as a group (10 persons) <sup>(16)</sup> | 2,030,070 | 1.83% |

\* The business address for each of the directors and Named Executive Officers of the Company is 311 South Wacker Drive, Suite 3900, Chicago, Illinois 60606.

\*\* Less than 1%

(1) Pursuant to a Schedule 13G/A filed February 13, 2015 of Cohen & Steers, Inc. ( C&S ). Of the shares reported, C&S has the sole power to vote 7,924,223 and the sole power to dispose of all 15,048,634 shares.

**PROXY STATEMENT**

- (2) Pursuant to a Schedule 13G/A filed February 10, 2015 of The Vanguard Group ( Vanguard Group ). Of the shares reported, Vanguard Group has the sole power to vote 305,529 shares, the shared power to vote 88,400 shares, the sole power to dispose of 14,598,701 shares and the shared power to dispose of 243,829 shares.
- (3) Pursuant to a Schedule 13G/A filed January 26, 2015 of Blackrock Inc. ( Blackrock ). Blackrock has the sole power to vote 8,091,550 shares and sole power to dispose of all 8,369,846 shares reported.
- (4) Pursuant to a Schedule 13G/A filed February 6, 2015 of Vanguard Specialized Funds Vanguard REIT Index Fund ( Vanguard REIT ). Of the shares reported, Vanguard REIT has the sole power to vote all 8,203,676 shares.
- (5) Pursuant to a Schedule 13G/A filed February 13, 2015 of The London Company ( London ). London has the sole power to vote and dispose of 7,340,011 shares and the shared power to dispose of 676,542 shares reported.
- (6) Pursuant to a Schedule 13G filed February 13, 2015 of Principal Real Estate Investors, LLC. ( PREI ). Of the shares reported, PREI has the shared power to vote all 6,529,371 shares and the shared power to dispose of all 6,529,371 shares.
- (7) Pursuant to a Schedule 13G filed January 21, 2015 of Diawa Asset Management Co. Ltd. ( Diawa ). Of the shares reported, Diawa has the sole power to vote all 5,555,466 shares, sole power to dispose of 3,400 shares and shared power to dispose of 5,552,066 shares.
- (8) Includes 143,637 shares of restricted Common Stock issued under the 2009 and 2014 Stock Plans.
- (9) Includes 3,850 shares of restricted Common Stock issued under the 2014 Stock Plan.
- (10) Includes 4,035 shares of restricted Common Stock issued under the 2001 and 2014 Stock Plan.
- (11) Includes 4,221 shares of restricted Common Stock issued under the 2001 and 2014 Stock Plans.
- (12) Includes 9,507 shares held through Mr. Musil s 401(k). Also includes 28,706 shares of restricted Common Stock issued under the 2009 and 2014 Stock Plans.
- (13) Includes 1,680 Units. Also includes 22,037 shares held through Mr. Yap s 401(k) and 46,715 shares of restricted Common Stock issued under the 2009 and 2014 Stock Plans.
- (14) Includes 28,864 shares of restricted Common Stock issued under the 2009 and 2014 Stock Plans.
- (15) Includes 26,222 shares of restricted Common Stock issued under the 2009 and 2014 Stock Plans. Also includes 79,375 shares of Common Stock held jointly with his wife.

(16) Includes 1,680 Units. Also includes 293,950 shares of restricted Common Stock issued under the 2001, 2009 and 2014 Stock Plans.

**PROPOSAL 2**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Exchange Act, our stockholders are entitled to vote to approve, on an advisory or non-binding basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with SEC rules.

The Board of Directors believes that its executive compensation program serves the best interests of the Company's stockholders by not only attracting and retaining talented, capable individuals, but also providing them with proper incentives linked to performance criteria that are designed to maximize the Company's overall performance. To this end, the Company's compensation program consists of a mix of compensation that is intended to compensate the Named Executive Officers for their contributions during the year and to reward them for achievements that lead to increased Company performance and increases in stockholder value. Please refer to "Compensation Discussion and Analysis" for a discussion of the compensation of our Named Executive Officers.

We are asking for stockholder approval of the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with SEC rules, which disclosures include the disclosures under "Compensation Discussion and Analysis" and the compensation tables and the narrative discussion following the compensation tables. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the policies and practices described in this Proxy Statement.

This vote is advisory and therefore not binding on the Company, the Compensation Committee or the Board of Directors. The Board of Directors and the Compensation Committee value the opinions of the Company's stockholders and to the extent there is any significant vote against the compensation of our Named Executive Officers as disclosed in this Proxy Statement, we will consider those stockholders' concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

Accordingly, we ask our stockholders to vote on the following resolution at the Annual Meeting:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission under "Compensation Discussion and Analysis" and the compensation tables and the narrative discussion following the compensation tables.

The affirmative vote of the holders of a majority of the votes cast with a quorum present at the Annual Meeting is required for advisory approval of this proposal.

**The Board of Directors recommends an advisory vote FOR the approval of the compensation of the Named Executive Officers as disclosed in this Proxy Statement.**



**PROPOSAL 3****RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED****PUBLIC ACCOUNTING FIRM**

The accounting firm of PricewaterhouseCoopers LLP (or its predecessor, Coopers & Lybrand L.L.P.) has served as the Company's independent auditors since the Company's formation in August 1993. On February 17, 2015, the Audit Committee of the Board of Directors appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year. A representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting, will be given the opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

Our Charter and Bylaws do not require that our stockholders ratify the appointment of our independent registered certified public accounting firm. We are doing so because we believe it is a matter of good corporate practice. If our stockholders do not ratify the appointment, the Audit Committee will reconsider whether to retain PricewaterhouseCoopers LLP but may still retain them. Even if the appointment is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that a change in registered certified public accounting firm would be in the best interests of the Company and its stockholders.

**FEES**

During 2014 and 2013, the aggregate fees for services provided by PricewaterhouseCoopers LLP in the following categories and amounts are:

|                                   | <b>2014</b>      | <b>2013</b>         |
|-----------------------------------|------------------|---------------------|
| Audit Fees <sup>(1)</sup>         | 1,099,745        | \$ 1,128,650        |
| Audit-Related Fees <sup>(2)</sup> | 75,707           | 68,890              |
| Tax Fees <sup>(3)</sup>           | 26,500           | 30,000              |
| All Other Fees <sup>(4)</sup>     | 1,944            | 1,944               |
| <b>Total Fees</b>                 | <b>1,203,896</b> | <b>\$ 1,229,484</b> |

(1) Audit Fees include amounts related to the audits of the Company's annual financial statements, the reviews of our quarterly financial statements and internal control over financial reporting and other services that are normally provided by the auditor in connection with securities offerings and other filings with the SEC.

(2) Audit-Related Fees include amounts related to joint venture audits and certain agreed-upon procedures.

(3) Tax Fees include amounts related to tax services related to federal and state tax return preparation.

(4) All Other Fees include amounts related to technical research tools.

**PRE-APPROVAL OF SERVICES**

The Audit Committee pre-approves all audit, audit-related, tax and other services proposed to be provided by the Company's independent registered public accounting firm. Consideration and approval of such services generally occur at the Audit Committee's regularly scheduled meetings. In situations where it is impractical to wait until the next regularly scheduled meeting, the Audit Committee has delegated the authority to approve the audit, audit-related, tax and other services to each of its individual members. Approvals of audit, audit-related, tax and

other services pursuant to the above-described delegation of authority are reported to the full Audit Committee.

**The Board of Directors recommends a vote FOR ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for**

**fiscal 2015.**

**OTHER MATTERS**

**SOLICITATION OF PROXIES**

The cost of solicitation of proxies in the form enclosed herewith will be borne by the Company. In addition to the solicitation of proxies by mail, the directors, officers and employees of the Company may also solicit proxies personally or by telephone without additional compensation for such activities. The Company will also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send proxy materials to and obtain proxies from such beneficial owners. The Company will reimburse such holders for their reasonable expenses.

Georgeson Shareholder Services, Inc. acts as the Company's proxy solicitor at a cost of \$8,000, plus reasonable out of pocket expenses.

**STOCKHOLDER PROPOSALS**

Stockholder proposals intended to be presented at the 2016 Annual Meeting of Stockholders must be received by the Secretary of the Company no later than December 8, 2015, in order to be considered for inclusion in the proxy statement and on the proxy card that will be solicited by the Board of Directors in connection with the 2016 Annual Meeting of Stockholders. Additionally, stockholder proposals intended to be presented at the 2016 Annual Meeting of Stockholders must be received by the Secretary of the Company no later than December 8, 2015, and no earlier than November 8, 2015, in order to be considered timely under our Bylaws and must comply with additional requirements contained in our Bylaws in order to be proper.

**INCORPORATION BY REFERENCE**

Appendix A to this Proxy Statement is the Company's 2014 Annual Report, which includes its consolidated financial statements and management's discussion and analysis of financial condition and results of operations, as well as certain other financial and other information required by the rules and regulations of the SEC. Information contained in Appendix A to this Proxy Statement shall not be deemed to be filed or soliciting material, or subject to liability for purposes of Section 18 of the Exchange Act to the maximum extent permitted under the Exchange Act.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING  
TO BE HELD ON MAY 7, 2015**

The Proxy Statement, Notice of Annual Meeting, Proxy Card and the Company's 2014 Annual Report are available on the Proxy Statement tab of the Investor Relations page on the Company's website, at [www.firstindustrial.com](http://www.firstindustrial.com).

For directions to attend the Annual Meeting in person, please contact Arthur Harmon, the Company's Vice President of Investor Relations, at (312) 344-4320.

**OTHER MATTERS**

The Board of Directors does not know of any matters other than those described in this Proxy Statement that will be presented for action at the Annual Meeting. If other matters are presented, it is the intention of the persons named as proxies in the accompanying Proxy Card to vote in their discretion all shares represented by validly executed proxies.

**REGARDLESS OF THE NUMBER OF SHARES YOU OWN, YOUR VOTE IS IMPORTANT TO THE COMPANY. PLEASE  
COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE**

**ENCLOSED PROXY CARD TODAY.**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 7 2015:** The Proxy Statement, Notice of Annual Meeting, Proxy Card and the Company's 2014 Annual Report are available on the Proxy Statement tab of the Investor Relations page on the Company's website, at [www.firstindustrial.com](http://www.firstindustrial.com).

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**X**

## Annual Meeting Proxy Card

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

### **A** Proposals

The Board of Directors recommends a vote **FOR** each of the nominees listed.

**+**

1. Election of six directors. If elected, term expires in 2016.

|                          | For | Against | Abstain |                      | For | Against | Abstain |                              | For | Against | Abstain |
|--------------------------|-----|---------|---------|----------------------|-----|---------|---------|------------------------------|-----|---------|---------|
| 01 - Matthew S. Dominski | ..  | ..      | ..      | 02 - Bruce W. Duncan | ..  | ..      | ..      | 03 - H. Patrick Hackett, Jr. | ..  | ..      | ..      |
| 04 - John Rau            | ..  | ..      | ..      | 05 - L. Peter Sharpe | ..  | ..      | ..      | 06 - W. Ed Tyler             | ..  | ..      | ..      |

The Board of Directors recommends a vote, on an advisory basis, **FOR** the following proposal.

|   | For | Against | Abstain |
|---|-----|---------|---------|
| 2. To approve, on an advisory (i.e. non-binding) basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement for the 2015 Annual Meeting. | ..  | ..      | ..      |

The Board of Directors recommends a vote **FOR** the following proposal.

|  | For | Against | Abstain |
|--|-----|---------|---------|
| 3. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. | ..  | ..      | ..      |

4. In their discretion, the proxies are authorized to vote on any and all other matters that may properly come before the meeting.

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**B Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

/ /

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

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**Proxy FIRST INDUSTRIAL REALTY TRUST, INC.**  
**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS ON MAY 7, 2015**

+

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned appoints Bruce W. Duncan, Scott A. Musil and Daniel J. Hemmer, or any of them, with full powers of substitution, as proxies of the undersigned, with the authority to vote upon and act with respect to all shares of stock of First Industrial Realty Trust, Inc. (the Company), which the undersigned is entitled to vote, at the Annual Meeting of Stockholders of the Company, to be held at the 10th Floor Conference Room, 311 South Wacker Drive, Chicago, Illinois 60606, commencing Thursday, May 7, 2015, at 9:00 a.m., and at any and all adjournments thereof, with all the powers the undersigned would possess if then and there personally present, and especially (but without limiting the general authorization and power hereby given) with the authority to vote on the reverse side.

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to said shares and hereby confirms all that the proxies named herein and their substitutes, or any of them, may lawfully do by virtue hereof.

**This proxy, when properly executed, will be voted as specified herein. If this proxy does not indicate a contrary choice, it will be voted (i) FOR the election of the six nominees for director named in Item 1, (ii) FOR the approval, on an advisory basis, of the compensation of our named executive officers in Item 2, (iii) FOR the ratification of the appointment of the independent registered public accounting firm in Item 3 and (iv) in the discretion of the persons named as proxies herein with respect to any and all matters referred to in Item 4.**

**PLEASE VOTE, DATE AND SIGN THIS PROXY AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

**C Non-Voting Items**

**Change of Address** Please print new address below.

**n** IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.

**+**