Edgar Filing: INDEPENDENCE REALTY TRUST, INC - Form 4

INDEPENDENCE REALTY TRUST, INC

Form 4

September 18, 2015

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person **
Ross Richard H

2. Issuer Name **and** Ticker or Trading

Symbol

Issuer

INDEPENDENCE REALTY TRUST, INC [IRT]

(Check all applicable)

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction

(Month/Day/Year)

09/17/2015

Officer (give title below)

X_ Director

le _____ 10% Owner ____ Other (specify

C/O INDEPENDENCE REALTY TRUST, INC., 2929 ARCH ST,, 17TH FLOOR

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Form filed by One Reporting Person
Form filed by More than One Reporting

Perso

PHILADELPHIA, PA 19104

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities
Code (D) Beneficially
(Instr. 8) (Instr. 3, 4 and 5) Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Following (Instr. 4) (Instr. 4)

D

(A) Reported
Transaction(s)
or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount (D) Price (Instr. 3 and

Common 09/17/2015

A 40,706 A (1) 40,706

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and		7. Title and 8. I		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Expiration Exercisable Date		umber			
							Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Ross Richard H C/O INDEPENDENCE REALTY TRUST, INC. 2929 ARCH ST,, 17TH FLOOR PHILADELPHIA, PA 19104

X

Signatures

/s/ Anders F. Laren, attorney-in-fact

09/18/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Received in exchange for 99,091 shares of common stock of Trade Street Residential, Inc. ("TSRE") pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 11, 2015, by and among Independence Realty Trust, Inc. ("IRT"), Independence

(1) Realty Operating Partnership, LP, Adventure Merger Sub LLC, IRT Limited Partner, LLC, TSRE, and Trade Street Operating Partnership, LP. Upon the closing of the transactions contemplated by the Merger Agreement, each share of TSRE common stock was converted into the right to receive (i) 0.4108 shares of IRT common stock and (ii) \$3.80 in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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