

INDEPENDENCE REALTY TRUST, INC
 Form 4
 October 06, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RAIT Financial Trust

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

TWO LOGAN SQUARE,, 100 N. 18TH ST., 23 RD FL.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| Common Stock | 10/05/2016 ⁽¹⁾ | | S ⁽¹⁾ | V | Amount 7,269,719 Price \$ 8.55 | 0 | I | See footnote (1) |

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

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SEC 1474 (9-02)

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

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

Reporting Owners

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

PHILADELPHIA, PA 19103

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

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

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

Signatures

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

__Signature of Reporting Person Date

Explanation of Responses:

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

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

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