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INDEPENDENCE REALTY TRUST, INC

Form 4

February 27, 2017

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ender Farrell M.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INDEPENDENCE REALTY TRUST, INC [IRT]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

C/O INDEPENDENCE REALTY

02/23/2017

below) President

TRUST, INC., 2 LOGAN SQUARE, 100 N. 18TH ST, 23RD FL

(Street)

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

Person

PHILADELPHIA, PA 19103

(City)	(State) (Z	(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/23/2017(1)		F(1)	14,681 (1)	D	<u>(1)</u>	76,040	D		
Common Stock	02/23/2017		M	16,000	A	\$ 8.2	92,040	D		
Common Stock	02/23/2017		D	14,108	D	\$ 9.3	77,932	D		
Common Stock	02/23/2017		F(2)	907	D	\$ 9.3	77,025	D		
							2,000	I	By wife	

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Common Stock

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)

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (a or Disposed (D) (Instr. 3, 4, and 5)	Ex ₁ (M	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D		te ercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Right	\$ 8.2	02/23/2017		M	16,0	00	(3)	01/31/2019	Common Stock	16,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ender Farrell M.

C/O INDEPENDENCE REALTY TRUST, INC. 2 LOGAN SQUARE, 100 N. 18TH ST, 23RD FL PHILADELPHIA, PA 19103

President

Signatures

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

02/27/2017

Date

**Signature of Reporting Person

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) This forfeiture was undertaken solely to satisfy tax withholding liabilities relating to the vesting of restricted stock awards held by the reporting person. The reporting person made the withholding election on February 23, 2017 with respect to restricted stock that vested on January 31, 2017, February 12, 2017 and February 18, 2017. The aggregate value of the common shares so withheld was based on the closing price of the common shares on the NYSE MKT on the relevant vesting date which was \$9.23, \$9.29 and \$9.30, respectively, and

Reporting Owners 2

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did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.

The reporting person elected to satisfy the tax withholding obligations of the issuer with respect to the exercise of a portion of the reporting person's stock appreciation rights, which exercise was being settled with shares of common stock of the issuer, by having shares of common stock withheld from the shares of common stock issued in connection with such settlement. The shares of common stock so

- (2) withheld are being reported herein as a disposition to the issuer. The aggregate value of the shares of common stock so withheld was based on the closing price of the shares of common stock on the NYSE MKT on the relevant settlement date which was \$9.30 on February 23, 2017 and did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.
- (3) These stock appreciation rights vested in three equal annual installments beginning on January 31, 2015.

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.