

FIRST INDUSTRIAL REALTY TRUST INC
Form 8-K
March 16, 2017

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

March 16, 2017 (March 16, 2017)

Date of Report (Date of earliest event reported)

FIRST INDUSTRIAL REALTY TRUST, INC.

FIRST INDUSTRIAL, L.P.

(Exact name of registrant as specified in its charter)

First Industrial Realty Trust, Inc.:

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|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------------------------|
| Maryland (State or other jurisdiction of incorporation or organization) First Industrial, L.P.: | 1-13102 (Commission File Number) | 39-3935116 (I.R.S. Employer Identification No.) |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------------------------|

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|--------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation or organization) | 333-21873 (Commission File Number) | 39-3924586 (I.R.S. Employer Identification No.) |
|--------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------|

311 S. Wacker Drive, Suite 3900

Chicago, Illinois 60606

(Address of principal executive offices, zip code)

(312) 344-4300

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On March 16, 2017, First Industrial Realty Trust, Inc., a Maryland corporation (the Company), entered into eight separate distribution agreements (individually, a 2017 Distribution Agreement and, together, the 2017 Distribution Agreements) with First Industrial, L.P., a Delaware limited partnership and the Company's operating partnership (the Operating Partnership), and each of Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated, BTIG, LLC, Fifth Third Securities, Inc., Jefferies LLC, Samuel A. Ramirez & Company, Inc., and UBS Securities LLC (individually, an Agent and together, the Agents). The 2017 Distribution Agreements were entered into in connection with the commencement of an equity offering in which the Company may sell up to \$200,000,000, or a maximum of 8,000,000 shares, of its common stock (the Shares) from time to time in at-the-market offerings or certain other transactions (the Offering).

In the Offering, the Company may offer the Shares in amounts and at times to be determined by the Company from time to time, but has no obligation to sell any of the Shares in the Offering. The Company intends to use the proceeds from any sales in the Offering for general corporate purposes, which may include the acquisition and development of properties and repayments or repurchases of debt.

The Offering will be conducted pursuant to the 2017 Distribution Agreements, under which the Agents will act as the Company's agents for the offer and sale of the Shares. Each 2017 Distribution Agreement has a term expiring on March 16, 2020, although each 2017 Distribution Agreement may terminate earlier if all Shares are sold under the 2017 Distribution Agreements or if such 2017 Distribution Agreement is terminated by the Company or the applicable Agent. The 2017 Distribution Agreements collectively provide that the Company may offer and sell from time to time up to an aggregate of \$200,000,000 of shares of its common stock through the Agents, although the Company may not sell more than 8,000,000 shares in the Offering. Each 2017 Distribution Agreement provides that the Company will pay the applicable Agent a commission of no more than 2.0% of the actual sales price of all Shares sold through it as the Company's agent in at-the-market offerings.

Sales of the Shares, if any, may be made in negotiated transactions or transactions that are deemed to be at-the-market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. The Company or each Agent may at any time suspend offers under the 2017 Distribution Agreements. Under the terms of each 2017 Distribution Agreement, the Company may also sell Shares to the applicable Agent as principal for its own account at a price agreed upon at the time of sale. If the Company sells Shares to any of the Agents as principal, it will enter into a separate terms agreement with such Agent with respect to that sale.

The Shares will be issued pursuant to a prospectus supplement filed with the Securities and Exchange Commission on March 16, 2017, and the Company's shelf registration statement on Form S-3 (File No. 333-216685) filed with the Securities and Exchange Commission on March 14, 2017.

The description of the 2017 Distribution Agreements does not purport to be complete and is qualified in its entirety by reference to Exhibit 10.1 to this report.

Filed as Exhibit 10.1 to this report is the 2017 Distribution Agreement among the Company, First Industrial, L.P. and Wells Fargo Securities, LLC dated March 16, 2017 (the Wells Agreement). Each of the other 2017 Distribution Agreements listed below is substantially identical in all material

respects to the Wells Agreement except for the identities of the parties, and has not been filed as an exhibit to this report pursuant to Instruction 2 to Item 601 of Regulation S-K:

- (i) Distribution Agreement among the Company, First Industrial, L.P. and Merrill Lynch, Pierce, Fenner & Smith Incorporated dated March 16, 2017;
- (ii) Distribution Agreement among the Company, First Industrial, L.P. and Robert W. Baird & Co. Incorporated dated March 16, 2017;
- (iii) Distribution Agreement among the Company, First Industrial, L.P. and BTIG, LLC dated March 16, 2017;
- (iv) Distribution Agreement among the Company, First Industrial, L.P. and Fifth Third Securities, Inc. dated March 16, 2017;
- (v) Distribution Agreement among the Company, First Industrial, L.P. and Jefferies, LLC dated March 16, 2017;
- (vi) Distribution Agreement among the Company, First Industrial, L.P. and Samuel A. Ramirez & Company, Inc. dated March 16, 2017; and
- (vii) Distribution Agreement among the Company, First Industrial, L.P. and UBS Securities, LLC dated March 16, 2017.

The Offering was commenced in connection with the expiration of seven existing distribution agreements (individually, a 2014 Distribution Agreement and, together, the 2014 Distribution Agreements) among the Company, the Operating Partnership, and each of Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated, Jefferies LLC, Mitsubishi UFJ Securities (USA), Inc., Piper Jaffray & Co. and UBS Securities LLC. The 2014 Distribution Agreements were entered into in connection with the commencement of an equity offering in which the Company was permitted to sell \$200,000,000, or a maximum of 13,300,000 shares, of its common stock from time to time in at-the-market offerings or certain other transactions. Each of the 2014 Distribution Agreements expired by their terms on March 13, 2017.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

| Exhibit No. | Description |
|--------------------|------------------------------------------------------------------------------------------------------------------------|
| 5.1 | Opinion of McGuireWoods LLP, counsel to the Company, as to the legality of the securities being registered. |
| 8.1 | Opinion of Barack Ferrazzano Kirschbaum & Nagelberg LLP, counsel to the registrants, as to certain tax matters. |
| 10.1 | Distribution Agreement among the Company, First Industrial, L.P. and Wells Fargo Securities, LLC dated March 16, 2017. |
| 23.1 | Consent of McGuireWoods LLP (included in Exhibit 5.1 hereto). |
| 23.2 | Consent of Barack Ferrazzano Kirschbaum & Nagelberg LLP (contained in Exhibit 8.1 hereto). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Daniel J. Hemmer
Name: Daniel J. Hemmer
Title: General Counsel

FIRST INDUSTRIAL, L.P.

By: First Industrial Realty Trust, Inc., its general partner

By: /s/ Daniel J. Hemmer
Name: Daniel J. Hemmer
Title: General Counsel

Date: March 16, 2017