

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIRST INDUSTRIAL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland 39-3935116
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

**One North Wacker Drive, Suite 4200
Chicago, Illinois 60606**
(Address of Principal Executive Offices, Zip Code)

FIRST INDUSTRIAL REALTY TRUST, INC. 2014 STOCK INCENTIVE PLAN
(Full title of the plan)

**Peter E. Baccile
President and Chief Executive Officer
First Industrial Realty Trust, Inc.
1 N. Wacker Drive, Suite 4200
Chicago, Illinois 60606
(312) 344-4300**
(Name and address and telephone number,
including area code, of agent for service)

Copy to:
**Matthew A. Jackson
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 W. Madison Street, Suite 3900
Chicago, Illinois 60606
(312) 984-3100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one)

Large accelerated filer Accelerated filer Non-accelerated filer
(Do not check if a smaller reporting company) Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered ⁽¹⁾⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽¹⁾⁽³⁾	Amount of registration fee ⁽³⁾
Common stock of registrant, par value \$0.01 per share, issuable under First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan	2,750,000 shares	\$32.90	\$90,461,250	\$11,742

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of shares to be offered or sold pursuant to the employee benefit plan described herein (additional shares as may be issuable under the First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan (the “2014 Plan”) by reason of certain corporate transactions involving the registrant or the shares of common stock of the registrant, including any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, or exchange of shares).
- (2) Represents an increase in the number of shares of common stock of the registrant reserved for issuance under the 2014 Plan pursuant to the first amendment (the “First Amendment”) to the 2014 Plan approved by the registrant’s board of directors on February 27, 2020, subject to stockholder approval of the First Amendment at the registrant’s 2020 Annual Meeting of Stockholders, and approved by the registrant’s stockholders at the registrant’s 2020 Annual Meeting of Stockholders that was held on May 6, 2020.
- (3) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, solely for the purpose of calculating the registration fee herein, based on the average of the high and low prices for the registrant’s common stock as reported on the New York Stock Exchange on May 14, 2020.

Part I

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is being filed by First Industrial Realty Trust, Inc. (the “Registrant”) to register 2,750,000 additional shares of common stock, par value \$0.01 per share, reserved for issuance under the 2014 Plan.

Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 7, 2014 (File No. 333-195760) are hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.

The Registrant is filing this Registration Statement on Form S-8 to register 2,750,000 additional shares of common stock, par value \$0.01 per share, that were added to the 2014 Plan pursuant to the First Amendment approved by the Registrant’s board of directors on February 27, 2020, subject to stockholder approval of the First Amendment at the Registrant’s 2020 Annual Meeting of Stockholders, and approved by the Registrant’s stockholders at the Registrant’s 2020 Annual Meeting of Stockholders that was held on May 6, 2020. The First Amendment increased the number of shares of common stock with respect to which awards may be granted under the 2014 Plan to an aggregate of 6,350,000 shares of common stock.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in this Part I of Form S-8 (plan information and registrant information and employee plan annual information) is included in documents sent or given to the participants in the 2014 Plan as specified by Rule 428(b)(1) of the Securities Act of 1933. Such documents need not be filed with the Securities and Exchange Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously or concurrently filed (file no. 1-13102) by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference into this registration statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed on February 13, 2020;
- (b) The Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 7, 2020;
- (c) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in (a) above;
- (d) The description of the Registrant's common stock included in the Registrant's Registration Statement on Form 8-A, dated June 23, 1994.

All documents subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this registration statement and to be part hereof from the date of filing of such documents, except that any documents or information deemed to have been furnished and not filed shall not be deemed incorporated by reference into this registration statement in accordance with Securities and Exchange Commission rules.

Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein or therein shall be deemed to be modified or superseded for purposes of this registration statement and the prospectus which is a part hereof (the "Prospectus") to the extent that a statement contained herein or therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement and the Prospectus.

Item 8. Exhibits.

The following is a complete list of exhibits filed or incorporated by reference as part of this registration statement:

No. Exhibit	Description
4.1	Amended and Restated Articles of Incorporation of the Registrant's (incorporated by reference to Exhibit 3.1 of Form 10-Q of the Registrant for the fiscal quarter ended June 30, 1996, File No. 1-13102)
4.2	Third Amended and Restated Bylaws of the Registrant, dated May 7, 2015 (incorporated by reference to Exhibit 3.1 of the Form 8-K of the Registrant, filed May 7, 2015, File No. 1-13102)
4.3	Articles of Amendment to the Registrant's Articles of Incorporation, dated June 20, 1994 (incorporated by reference to Exhibit 3.2 of Form 10-Q of the Registrant for the fiscal quarter ended June 30, 1996, File No. 1-13102)
4.4	Articles of Amendment to the Registrant's Articles of Incorporation, dated May 31, 1996 (incorporated by reference to Exhibit 3.3 of Form 10-Q of the Registrant for the fiscal quarter ended June 30, 1996, File No. 1-13102)
4.5	Articles of Amendment to the Registrant's Articles of Incorporation, dated May 12, 2011 (incorporated by reference to Exhibit 3.1 of the Form 8-K of the Registrant filed June 2, 2011, File No. 1-13102)
4.6	Articles of Amendment to the Registrant's Articles of Incorporation, dated May 9, 2013 (incorporated by reference to Exhibit 3.1 of the Registrant filed May 10, 2013, File No. 1-13102)
4.7	Articles of Amendment to the Registrant's Articles of Incorporation, dated May 11, 2017 (incorporated by reference to Exhibit 3.1 of the Form 8-K of the Registrant filed May 12, 2017, File No. 001-13102)
4.8	First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan (as amended and restated) as of December 31, 2018 (incorporated by reference to Exhibit 10.4 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018, File No. 1-13102)
4.9	First Amendment to the First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan, dated as of February 27, 2020 (incorporated by reference to Exhibit 10.1 of the Form 8-K of the Registrant filed May 7, 2020, File No. 1-13102)
5.1*	Opinion of McGuireWoods LLP
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of McGuire Woods LLP (included in Exhibit 5.1)
24.1	Powers of Attorney (included on signature page)

* Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement;

provided, however, that provisions (i) and (ii) of this undertaking do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on May 20, 2020.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Peter E. Baccile
Peter E. Baccile
President, Chief Executive Officer and Director (Principal Executive Officer)

By: /s/ Scott A. Musil
Scott A. Musil
Chief Financial Officer
(Principal Financial Officer)

By: /s/ Sara E. Niemiec
Sara E. Niemiec
Chief Accounting Officer
(Principal Accounting Officer)

POWERS OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Peter E. Baccile and Scott A. Musil, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> <i>/s/ Bruce W. Duncan</i> Bruce W. Duncan	Chairman of the Board of Directors	May 20, 2020
<hr/> <i>/s/ Peter E. Baccile</i> Peter E. Baccile	President, Chief Executive Officer and Director (Principal Executive Officer)	May 20, 2020
<hr/> <i>/s/ Scott A. Musil</i> Scott A. Musil	Chief Financial Officer (Principal Financial Officer)	May 20, 2020
<hr/> <i>/s/ Sara E. Niemiec</i> Sara E. Niemiec	Chief Accounting Officer (Principal Accounting Officer)	May 20, 2020
<hr/> <i>/s/ John Rau</i> John Rau	Lead Independent Director	May 20, 2020
<hr/> <i>/s/ Teresa B. Bazemore</i> Teresa B. Bazemore	Director	May 20, 2020
<hr/> <i>/s/ Matthew S. Dominski</i> Matthew S. Dominski	Director	May 20, 2020
<hr/> <i>/s/ H. Patrick Hackett, Jr.</i> H. Patrick Hackett, Jr.	Director	May 20, 2020
<hr/> <i>/s/ Denise A. Olsen</i> Denise A. Olsen	Director	May 20, 2020
<hr/> <i>/s/ L. Peter Sharpe</i> L. Peter Sharpe	Director	May 20, 2020

May 20, 2020

First Industrial Realty Trust, Inc.
1 N. Wacker Drive, Suite 4200
Chicago, Illinois 60606

Ladies and Gentlemen:

This opinion is furnished in our capacity as special Maryland counsel for First Industrial Realty Trust, Inc., a Maryland corporation (the “Company”), in connection with the filing by the Company with the Securities and Exchange Commission (the “Commission”) of a registration statement on Form S-8 on May 20, 2020 (which, together with any prospectus and any prospectus supplement relating thereto shall hereinafter be referred to collectively as the “Registration Statement”), pursuant to the Securities Act of 1933, as amended (the “Securities Act”), for the purpose of registering 2,750,000 shares of common stock of the Company, par value \$.01 per share (collectively, the “Securities”), to be issued pursuant to First Industrial Realty Trust, Inc.’s 2014 Stock Incentive Plan, as amended and restated (the “Plan”) and offered from time to time by the Company on the terms provided in the Registration Statement. Terms used but not defined herein shall have the respective meanings given to them in the Registration Statement. This opinion letter is being furnished at the Company’s request to fulfill the requirements of Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

In connection therewith, we have examined, among other things, originals or copies, certified or otherwise identified to our satisfaction, of the following:

- (a) the Articles of Amendment and Restatement of the Company filed with the State Department of Assessments and Taxation of Maryland (the “SDAT”) on June 13, 1994, as amended to date (the “Charter”);
- (b) the Amended and Restated Bylaws of the Company, as amended to date;
- (c) records of proceedings of the Board of Directors of the Company, including those certain resolutions adopted March 11, 2014 by the Board of Directors of the Company and those certain resolutions adopted February 27, 2020 by the Board of Directors of the Company (collectively, the “Authorizing Resolutions”);
- (d) the Officer’s Certificate of the Company, dated May 20, 2020;
- (e) a Certificate of Status for the Company issued by the SDAT, dated April 29, 2020;

- (f) the Registration Statement;
- (g) the Plan; and
- (h) the First Amendment to the Plan, dated February 27, 2020 (the “First Amendment”).

With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as certified or reproduced copies. We have not independently verified any factual matters or reviewed any documents other than the documents referred to above and accordingly we do not express any opinion as to matters that might have been disclosed by independent verification or review. As to matters of fact that have not been independently established, we have relied upon representations of officers of the Company.

We have further assumed that (i) prior to issuance of the Securities, valid consideration for the Securities has been received in full in accordance with the Plan, the Maryland General Corporation Law (“MGCL”) and the requirements of the compensation committee of the Board of Directors (the “Compensation Committee”) in granting awards under the Plan; (ii) to the extent that any Securities are being issued in exchange or upon exercise or conversion of any other securities, including any such securities and awards granted under the Plan, the requirements of clause (i) of this sentence shall have been satisfied as to the issuance of such other securities; (iii) the Registration Statement will have become effective; and (iv) all Securities will be issued and sold in compliance with applicable federal and state securities laws.

We are attorneys admitted to practice in the State of Maryland. We express no opinion concerning the laws of any jurisdictions other than the laws of the State of Maryland.

Based upon the foregoing, we are of the opinion that the Securities, when issued by the Compensation Committee or the Board as described in, and in a manner consistent with the requirements and limitations of, the Authorizing Resolutions, the Registration Statement, the Plan, and the First Amendment, will be duly authorized, validly issued, fully-paid, and non-assessable.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Securities Act and applicable requirements of state laws regulating the offer and sale of securities, and that additional action will be taken by the Company to effect the issuance or acquisition of the Securities and recordation of such issuance on the books of the Company.

The foregoing opinion is being furnished only for the purpose referred to in the first paragraph of this opinion letter. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. Our consent to such reference does not constitute a consent under Section 7 of the Securities Act and in consenting to such reference we have not certified any part of the Registration Statement and do not otherwise come within the categories of persons whose consent is required under Section 7 or under the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ McGuireWoods LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of First Industrial Realty Trust, Inc. of our report dated February 13, 2020 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in First Industrial Realty Trust, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
Chicago, IL
May 20, 2020