
**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
(State or other jurisdiction of
incorporation or organization)

36-3935116
(I.R.S. Employer
Identification No.)

311 South Wacker Drive, Suite 3900
Chicago, Illinois 60606
(Address of Principal Executive Offices, Zip Code)

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

Copies to:

Bruce W. Duncan
President and Chief Executive Officer
First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 3900
Chicago, Illinois, 60606
(312) 344-4300

(Name and address and telephone number, including area code,
of agent for service)

Howard A. Nagelberg
James R. Whitney
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West 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

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered(1)(2)(3)	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	4,934,281 shares	\$18.28	\$90,198,657	\$11,617.59

- (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 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) Amount also includes additional shares as may become issuable under the First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan that are covered under an award under First Industrial Realty Trust, Inc.'s 2011 Stock Incentive Plan, 2009 Stock Incentive Plan, 2001 Stock Incentive Plan, or 1997 Stock Incentive Plan that become available for reuse in accordance with the terms of the 2014 Stock Incentive Plan due to forfeiture, expiration, cancellation, or the like.
- (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 April 30, 2014.

Part I

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 First Industrial Realty Trust, Inc. 2014 Stock Incentive 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, 2013, filed on February 28, 2014;
- (b) The registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, filed on May 5, 2014.
- (c) The registrant's Current Reports on Form 8-K, filed on January 29, 2014, March 13, 2014, and March 13, 2014 (in each case, excluding the portions that were furnished and not filed in accordance with Securities and Exchange Commission rules);
- (d) The registrant's Definitive Proxy Statement on Schedule 14A, filed on April 4, 2014, and the registrant's Revised Definitive Proxy Statement on Schedule 14A, filed on April 8, 2014; and
- (e) 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Articles of Amendment and Restatement of the registrant contain certain provisions limiting the liability of the directors and officers as permitted by Section 5-418 of the Courts and Judicial Proceedings Article of the Maryland Code (the "Courts and Judicial Proceedings Article"). The registrant's Articles of Amendment and Restatement provide certain limitations, permitted under Maryland General Corporation Law (the "MGCL"), on each director's and officer's personal liability for monetary damages for breach of any duty as a director or officer. Section 5-418

of the Courts and Judicial Proceedings Article generally permits a Maryland corporation to limit the liability of its directors and officers to the corporation and its stockholders for money damages, except to the extent that: (a) it is proved that the director or officer actually received an improper benefit or profit in money, property, or services for the amount of the benefit or profit in money, property, or services actually received or (b) a judgment or other final adjudication adverse to the director or officer is entered in a proceeding based on a finding in the proceeding that the director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

In addition, the registrant's Articles of Amendment and Restatement and Second Amended and Restated Bylaws obligate the registrant to indemnify its directors and officers, and permit the registrant to indemnify its employees and other agents, against certain liabilities and expenses incurred in connection with their service in such capacities, as well as advancement of reasonable expenses, to the fullest extent permitted under the MGCL. Section 2-418 of the MGCL permits a Maryland corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the directors or officers in connection with any proceeding to which they may be made a party by reason of their service in such capacities, unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to such proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property, or services, or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

The directors and officers of the registrant are also entitled to the benefits of liability insurance maintained by the registrant for certain losses arising from claims or charges made against any officer or director in connection with his or her service in such capacity.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Amendment and Restatement of First Industrial Realty Trust, Inc. (incorporated by reference to Exhibit 3.1 of the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013, File No. 1-13102).
4.2	Second Amended and Restated Bylaws of First Industrial Realty Trust, Inc., dated May 9, 2013 (incorporated by reference to Exhibit 3.2 of the registrant's Current Report on Form 8-K, filed on May 10, 2013, File No. 1-13102).
4.3	First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan (incorporated by reference to Appendix A of the registrant's Revised Definitive Proxy Statement on Schedule 14A, filed on April 8, 2014, File No. 1-13102)
5.1*	Opinion of McGuireWoods LLP
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of McGuireWoods 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 7, 2014.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Bruce W. Duncan
Bruce W. Duncan
President and Chief Executive Officer

By: /s/ Scott A. Musil
Scott A. Musil
Chief Financial Officer

POWERS OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Bruce W. Duncan 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce W. Duncan</u> Bruce W. Duncan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 7, 2014
<u>/s/ Scott A. Musil</u> Scott A. Musil	Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)	May 7, 2014
<u>/s/ W. Edwin Tyler</u> W. Edwin Tyler	Director	May 7, 2014
<u>/s/ Matthew S. Dominski</u> Matthew S. Dominski	Director	May 7, 2014
<u>/s/ H. Patrick Hackett, Jr.</u> H. Patrick Hackett, Jr.	Director	May 7, 2014
<u>/s/ John E. Rau</u> John E. Rau	Director	May 7, 2014
<u>/s/ L. Peter Sharpe</u> L. Peter Sharpe	Director	May 7, 2014

FIRST INDUSTRIAL REALTY TRUST, INC.

**EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT**

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* Filed herewith

May 7, 2014

First Industrial Realty Trust, Inc.
311 S. Wacker Drive, Suite 3900
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 7, 2014 (which, together with any prospectus and any prospectus supplement relating thereto (collectively, the "Prospectus") 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 3,600,000 shares of common stock of the Company, par value \$.01 per share, to be issued pursuant to First Industrial Realty Trust, Inc.'s 2014 Stock Incentive Plan (the "Plan") together with other shares of common stock of the Company that have been previously authorized for issuance and that are covered under an award under First Industrial Realty Trusts, Inc.'s 2011 Stock Incentive Plan, 2009 Stock Incentive Plan, 2001 Stock Incentive Plan, or 1997 Stock Incentive Plan (collectively, the "Prior Plans") that become available for reuse due to forfeiture, expiration or cancellation (collectively, the "Securities"), to be issued pursuant to 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.

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 (collectively, the "Authorizing Resolutions");
- (d) the Officer's Certificate of the Company dated May 7, 2014;
- (e) a Certificate of Status for the Company issued by the SDAT dated May 1, 2014;
- (f) the Registration Statement; and
- (g) the Plan.

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; (iv) all Securities will be issued and sold in compliance with applicable federal and state securities laws; and (v) any Securities covered under an award under any Prior Plans were the subject of a previously issued opinion of this law firm related thereto.

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 and the Plan, 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.

We hereby consent to the filing of this opinion as an exhibit 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 our report dated February 27, 2014 relating to the consolidated financial statements, financial statement schedules 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, 2013.

/s/ PricewaterhouseCoopers LLP

Chicago, IL
May 7, 2014