

**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
May 3, 2023
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.
First Industrial, L.P.**

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

**1-13102
333-21873**
(Commission
File Number)

**36-3935116
36-3924586**
(I.R.S. Employer
Identification No.)

**One North Wacker Drive, Suite 4200
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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	FR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07: Submission of Matters to vote of Security Holders.

First Industrial Realty Trust, Inc. (the "Company") held its Annual Meeting on May 3, 2023. Of the 132,211,367 shares of common stock outstanding and entitled to vote on the March 9, 2023 record date for the Annual Meeting, a total of 115,544,157 shares of common stock were represented in person or by proxy. Results of votes with respect to proposals submitted at the Annual Meeting are as follows:

- a. To elect the seven directors listed below to the Board of Directors to serve until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified. The Company's stockholders voted to elect the seven nominees to serve as directors. Votes recorded, by nominee, were as follows:

NOMINEE	For	Against	Abstain
Peter E. Baccile	106,203,884	1,732,313	72,037
Teresa B. Bazemore	106,512,356	1,414,716	81,162
Matthew S. Dominski	103,648,035	4,288,204	71,995
H. Patrick Hackett, Jr.	103,293,127	4,639,981	75,126
Denise A. Olsen	105,406,104	2,522,892	79,238
John E. Rau	86,843,756	21,081,755	82,723
Marcus L. Smith	105,413,719	2,514,302	80,213

There were 7,535,923 broker non-votes with respect to each nominee.

- b. To approve, on an advisory (i.e. non-binding) basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Meeting. The Company's stockholders voted to approve this proposal with 98,371,390 votes "For" and 9,507,198 votes "Against". There were 129,646 abstentions and 7,535,923 broker non-votes with respect to such proposal.
- c. To indicate, on an advisory (i.e. non-binding) basis, the frequency with which the Company's stockholders would like to cast an advisory vote on the compensation of the Company's named executive officers. The Company's stockholders cast 104,167,402 votes in favor of voting on executive compensation each year, 163,939 votes in favor of voting on executive compensation every two years and 3,603,164 votes in favor of voting on executive compensation every three years. There were 73,729 abstentions and 7,535,923 broker non-votes. Subsequent to the Annual Meeting on May 3, 2023, our board of directors determined that future advisory votes on executive compensation will continue to be held annually.
- d. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The Company's stockholders voted to approve this proposal with 112,353,651 votes "For" and 3,105,908 votes "Against". There were 84,598 abstentions and no broker non-votes with respect to such proposal.
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