

**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 7, 2020 (May 6, 2020)
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.:

Maryland
(State or other jurisdiction of
incorporation or organization)

1-13102
(Commission
File Number)

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

First Industrial, L.P.:

Delaware
(State or other jurisdiction of
incorporation or organization)

333-21873
(Commission
File Number)

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

**1 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)

Title of each class:

Common Stock

Trading Symbol(s):

FR

**Name of each exchange on which
registered:**

New York Stock Exchange

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))

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.

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Item 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting held by the Company on May 6, 2020, the Company's stockholders approved an amendment to the Company's 2014 Stock Incentive Plan ("2014 SIP") that increases the total number of shares of the Company's common stock reserved for issuance under the plan by 2,750,000 shares, or from 3,600,000 shares to 6,350,000 shares (the "Plan Amendment"). The Board of Directors of the Company adopted the Plan Amendment on February 27, 2020, subject to stockholder approval. The Plan Amendment became effective upon receipt of stockholder approval at the Annual Meeting.

The 2014 SIP, as amended by the Plan Amendment, is described in greater detail in Proposal 2 of the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 7, 2020. This summary of the 2014 SIP, as amended by the Plan Amendment, does not purport to be complete and is qualified in its entirety by reference to the full text of the 2014 SIP and the Plan Amendment, which are attached as Exhibit 10.1 and Exhibit 10.2, respectively, and are incorporated herein by reference.

On May 6, 2020, W. Ed Tyler retired from our board. We thank Mr. Tyler for his service to our Company over the years.

Item 5.07: Submission of Matters to vote of Security Holders

The Company held its Annual Meeting on May 6, 2020. Of the 127,194,462 shares of common stock outstanding and entitled to vote on the March 12, 2020 record date for the Annual Meeting, a total of 116,872,922 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 eight directors listed below to the Board of Directors to serve until the 2021 annual meeting of stockholders and until their successors are duly elected and qualified. The company's stockholders voted to elect the eight nominees to serve as directors. Votes recorded, by nominee, were as follows:

NOMINEE	For	Against	Abstain
Peter E. Baccile	111,384,923	467,471	93,521
Teresa Bryce Bazemore	111,081,522	769,637	94,756
Matthew S. Dominski	111,143,654	709,004	93,257
Bruce W. Duncan	104,214,335	7,408,404	323,176
H. Patrick Hackett, Jr.	111,139,284	713,344	93,287
Denise A. Olsen	111,399,839	452,428	93,648
John Rau	108,882,749	2,969,708	93,458
L. Peter Sharpe	104,717,752	7,133,066	95,097

There were 4,927,007 broker non-votes with respect to each nominee.

- b. To approve the Plan Amendment. The Company's stockholders voted to approve this proposal with 109,350,351 votes "For" and 2,475,889 votes "Against". There were 119,675 abstentions and 4,927,007 broker non-votes with respect to such proposal.
- c. To approve, on the 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 stockholders voted to approve this proposal with 107,118,654 votes "For" and 4,388,023 votes "Against". There were 439,238 abstentions and 4,927,007 broker non-votes with respect to such proposal.
- d. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The Company's stockholders voted to approve this proposal with 114,039,340 votes "For" and 2,738,833 votes "Against". There were 94,749 abstentions and no broker non-votes with respect to such proposal.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following are file herewith:

Exhibit No.	Description
<u>10.1</u>	<u>First Amendment to the 2014 Stock Incentive Plan (amended and restated as of December 31, 2018), dated February 27, 2020</u>
<u>10.2</u>	<u>2014 Stock Incentive Plan (as amended and restated) as of December 31, 2018 (incorporated by reference to Exhibit 10.4 of the Company's Annual Report on Form 10-K for the year ended December 31, 2018, File No. 1-13102)</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**First Amendment
to the
FIRST INDUSTRIAL REALTY TRUST, INC.
2014 STOCK INCENTIVE PLAN
(amended and restated as of December 1, 2018)**

Whereas, First Industrial Realty Trust, Inc. (the “**Company**”) maintains the First Industrial Realty Trust, Inc. 2014 Stock Incentive Plan (amended and restated as of December 1, 2018) (the “**Plan**”);

Whereas, pursuant to Section 13 of the Plan, the Board of Directors of the Company (the “**Board**”) has reserved to itself the power, authority and discretion to amend the Plan from time-to-time;

Whereas, the Board has determined that it is in the best interest of the Company to amend the Plan in order to increase the number of shares of Company stock reserved for issuance under the Plan; and

Whereas, the Board has duly authorized the undersigned officer to carry out the foregoing.

Now, therefore, effective as of February 27, 2020, subject to approval of this First Amendment by the Company’s shareholders, the Plan be and hereby is amended in the following particulars:

1. Section 3(a) shall be deleted and replaced with the following new paragraph:

Shares Issuable. Subject to adjustment as provided in **Section 3(d)** below, the maximum number of shares of Stock reserved and available for issuance under the Plan shall be the original three million six hundred thousand (3,600,000) reserved upon adoption of the Plan, plus an additional two million, seven hundred fifty thousand (2,750,000) shares reserved pursuant to the First Amendment of the Plan, adopted February 27, 2020, for a total of six million three hundred fifty thousand (6,350,000) shares (all of which may be issued through Incentive Stock Options), plus any shares of Stock that are covered under a Prior Plan award that otherwise would become available for reuse under the Prior Plan following the Effective Date due to forfeiture, expiration, cancellation or the like. For purposes of this limitation, the shares of Stock underlying any Awards that are forfeited, canceled, reacquired by the Company, satisfied without the issuance of Stock or otherwise terminated shall not be deemed to have been issued and shall be added back to the shares of Stock available for issuance under the Plan; *provided, however*, that any shares (i) tendered to pay the exercise price of an Award or (ii) withheld for taxes by the Company or an Affiliate or a Subsidiary will not be available for future issuance under the Plan. Shares issued under the Plan may be authorized but unissued shares or shares reacquired by the Company. Subject to adjustment as provided in **Section 3(d)** below, with respect to Performance Share Awards, Restricted Stock Awards, Restricted Stock Unit Awards and LTIP Unit Awards the maximum number of shares of Stock subject to such Awards shall be six million three hundred fifty thousand (6,350,000).

2. In all other respects the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has caused this First Amendment to be executed by its duly authorized officer this 27th day of February, 2020.

First Industrial Realty Trust, Inc.

/s/ Jennifer Matthews Rice
By: Jennifer Matthews Rice
Its: General Counsel and Secretary