

INDEPENDENCE REALTY TRUST, INC  
Form 8-K  
May 02, 2013

**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**

**Date of Report (Date of Earliest Event Reported): April 26, 2013**

**Independence Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**333-160093**  
(Commission

File Number)

**26-4567130**  
(I.R.S. Employer

Identification No.)

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**Cira Centre**

**2929 Arch St., 17th Floor**

**Philadelphia, PA**  
(Address of principal executive offices)

**19104**  
(Zip Code)

**Registrant's telephone number, including area code: (215) 243-9000**

**N/A**

**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:

- ..  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 3.03 Material Modification to Rights of Security Holders.**

On or about May 1, 2013, Independence Realty Trust, Inc. (IRT) sent a letter (the Stockholder Letter) to its stockholders, including stockholders who are participants (the Participants) in the DRP (as defined in the Stockholder Letter). The Stockholder Letter informed stockholders, including the Participants, that, among other things, the filing of the Amendment (as defined in the Stockholder Letter) had the effect of reallocating the shares of IRT's common stock remaining available for issuance under the DRP to the underwritten offering described in the Amendment. The Stockholder Letter also served as the required notice to Participants of the termination of the DRP.

A copy of the Stockholder Letter is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibit filed as part of this Current Report on Form 8-K is identified in the Exhibit Index immediately following the signature page of this report. Such Exhibit Index is incorporated herein by reference.

**SIGNATURE**

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.

Independence Realty Trust, Inc.

May 2, 2013

By: /s/ JAMES J. SEBRA

James J. Sebra  
Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                              |
|----------------|---|
| 99.1           | Letter to Stockholders dated as of May 1, 2013. |