

Soaries DeForest B. Jr.
Form 5
May 31, 2018

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Soaries DeForest B. Jr.

2. Issuer Name **and** Ticker or Trading
Symbol
INDEPENDENCE REALTY
TRUST, INC. [IRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O INDEPENDENCE REALTY
TRUST, INC., 2 LIBERTY PL., 50
S. 16TH ST, STE. 3575

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19102

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/15/2016	Â	L	10.2 A \$ 7.05	10,209.337	D	Â
Common Stock	02/16/2016	Â	L	11.341 A \$ 6.4	10,220.678	D	Â
Common Stock	03/15/2016	Â	L	11.223 A \$ 6.53	10,231.901	D	Â
	04/15/2016	Â	L	10.615 A	10,242.516	D	Â

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Common Stock						\$ 6.96			
Common Stock	05/16/2016	Â	L	9.627	A	\$ 7.74	13,252.143	D	Â
Common Stock	06/15/2016	Â	L	9.698	A	\$ 7.75	13,261.841	D	Â
Common Stock	07/15/2016	Â	L	8.988	A	\$ 8.42	13,270.829	D	Â
Common Stock	08/15/2016	Â	L	7.963	A	\$ 9.58	13,278.792	D	Â
Common Stock	09/15/2016	Â	L	7.811	A	\$ 9.82	13,286.603	D	Â
Common Stock	10/17/2016	Â	L	9.111	A	\$ 8.47	13,295.714	D	Â
Common Stock	11/15/2016	Â	L	9.187	A	\$ 8.46	13,304.901	D	Â
Common Stock	12/15/2016	Â	L	9.044	A	\$ 8.66	13,313.945	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â	Â

Reporting Owners

Soaries DeForest B. Jr.
C/O INDEPENDENCE REALTY TRUST, INC.
2 LIBERTY PL., 50 S. 16TH ST, STE. 3575
PHILADELPHIA, PA 19102

Signatures

Jessica K. Norman,
attorney-in-fact

05/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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