

INDEPENDENCE REALTY TRUST, INC.

Form POS AM

November 01, 2017

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**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 1, 2017**

**REGISTRATION NO. 333-218130**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1**

**to**

**FORM S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Independence Realty Trust, Inc.**

**Independence Realty Operating Partnership, L.P.**

**(Exact name of registrant as specified in its charter)**

**MARYLAND**

**23-2919819**

**DELAWARE**

**26-4567188**

**(State or other jurisdiction of**

**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**Two Liberty Place, 50 S. 16<sup>th</sup> Street, Suite 3575,**

**Philadelphia, Pennsylvania 19102**

**(267) 270-4800**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**James J. Sebra**

**Chief Financial Officer and Treasurer**

**Independence Realty Trust, Inc.**

**Two Liberty Place, 50 S. 16<sup>th</sup> Street, Suite 3575,**

**Philadelphia, Pennsylvania 19102**

**(267) 270-4800**

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

*Copy to:*

**Mark E. Rosenstein, Esq.**

**Ledgewood, a professional corporation**

**Two Commerce Square**

**2001 Market Street, Suite 3400**

**Philadelphia, PA 19103**

**(215) 731-9450**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

**Independence Realty Trust, Inc.**

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**Independence Realty Operating Partnership, L.P.**

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**Explanatory Note**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) to the Registration Statement on Form S-3 (File No. 333-218130) (the Registration Statement ) of Independence Realty Trust, Inc. (the Company ) and Independence Realty Operating Partnership, L.P. (the Partnership ) is being filed to (i) remove from registration all debt securities of the Partnership registered on behalf of the Partnership, (ii) remove from registration the Company's guarantees of the debt securities of the Partnership, (iii) remove the Partnership as a co-registrant under the Registration Statement and (iv) update information in the prospectus that is part of the Registration Statement. As of the date of this Post-Effective Amendment, no debt securities registered under the Registration Statement have been offered or sold. As of the date of this Post-Effective Amendment, the Company has sold 14,375,000 shares of Common Stock under the Registration Statement. The shares were sold at a public offering price of \$9.25 per share in an offering that closed on September 11, 2017. No additional securities are being registered under this Post-Effective Amendment. All applicable registration fees were paid at the time of the original filing of the Registration Statement.

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to completion, dated November 1, 2017**

**PROSPECTUS**

**\$1,000,000,000**

**Independence Realty Trust, Inc.**

**Common Stock**

**Preferred Stock**

**Warrants**

**Stockholder Rights**

**Units**

**Debt Securities**

We may offer, issue and sell, from time to time, together or separately, common stock, preferred stock, warrants, stockholder rights, units and debt securities of Independence Realty Trust, Inc. We will provide the specific terms of the securities we sell in one or more supplements to this prospectus or other offering materials.

On September 11, 2017, we closed on the sale of 14,375,000 shares of common stock at a public offering price of \$9.25 per share. These shares were offered and sold under this prospectus and a prospectus supplement dated September 6, 2017.

You should read this prospectus, any prospectus supplement and any other offering materials carefully before you invest.

Our shares of common stock are listed for trading on the New York Stock Exchange under the symbol IRT. On October 31, 2017, the last reported sale price of our shares of common stock on the New York Stock Exchange was \$10.15 per share. If any other securities offered hereby will be listed on a securities exchange, such listing will be

described in the applicable prospectus supplement.

**Investing in our securities involves risk. You should read the sections entitled Risk Factors on page 5 in this prospectus and in our filings with the Securities and Exchange Commission that are incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2016 for a discussion of factors you should consider before buying our securities.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**This prospectus is dated                      , 2017.**

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process. Under this registration process, over the three year period (or such longer period permitted under SEC rules) from the effective date of the registration statement, we may sell any combination of shares of our common stock, par value \$0.01 per share, or common stock, shares of our preferred stock, par value \$0.01 per share, or preferred stock, warrants exercisable for other securities of ours, stockholder rights, units, and our debt securities. The terms of these offerings will be determined at the time of sale. We refer to the common stock, preferred stock, warrants, stockholder rights, units and debt securities collectively as the securities in this prospectus. For more information on how our securities may be sold, please read the section of the prospectus entitled Plan of Distribution.

The specific terms of the securities we offer and the terms of their sale will be set forth in an accompanying supplement to this prospectus or other offering materials. This prospectus describes some of the general terms that may apply to these securities. The prospectus supplement or other offering materials may also add, update or change information contained in this prospectus. You should read this prospectus, any prospectus supplement and any other offering materials together with the additional information described in the section of the prospectus entitled Where You Can Find More Information. We are not making an offer of our securities in any state where the offer or solicitation is not authorized. References in this prospectus to the company, we, us, and our are to Independence Realty Trust, Inc., a Maryland corporation, and operating partnership refers to Independence Realty Operating Partnership, L.P., a Delaware limited partnership of which we are the general partner.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains or incorporates by reference forward-looking statements within the meaning of Section 27A of the Se