

INDEPENDENCE REALTY TRUST, INC
Form 424B3
November 09, 2012
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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-173391

INDEPENDENCE REALTY TRUST, INC.

SUPPLEMENT NO. 5 DATED NOVEMBER 9, 2012

TO THE PROSPECTUS DATED MARCH 16, 2012

This document supplements, and should be read in conjunction with, our prospectus dated March 16, 2012, Supplement No. 1 thereto dated March 16, 2012, Supplement No. 2 thereto dated May 16, 2012, Supplement No. 3 thereto dated August 15, 2012 and Supplement No. 4 thereto dated October 17, 2012 relating to our offering of up to \$1,095,000,000 in shares of our common stock. Terms used in this Supplement No. 5 and not otherwise defined herein have the same meanings as set forth in our prospectus and any supplements thereto. The purpose of this Supplement No. 5 is to disclose:

the authorization of cash distributions to our stockholders;

updates to the Reports to Stockholders section of our prospectus; and

our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

Authorization of Cash Distributions

On November 5, 2012, our board of directors authorized and declared distributions on our common stock for the months of October, November and December 2012. The distributions will be payable to the holders of our common stock at a rate of \$0.00163934 per share per day, which is an amount that is equivalent to a 6.0% annualized distribution rate based on a share price of \$10.00. The distributions for each month will be aggregated and paid on or before the fifteenth day following the completion of each respective month. All distributions will be paid in cash or reinvested in stock for those participating in our distribution reinvestment plan.

Updates to Reports to Stockholders

The following disclosure updates and replaces the Reports to Stockholders section of our prospectus.

We will cause to be prepared and mailed or delivered to each stockholder, as of a record date after the end of the fiscal year, and to each holder of our other publicly held securities, within 120 days after the end of the fiscal year to which it relates, an annual report for each fiscal year. The annual reports will contain the following:

audited financial statements prepared in accordance with GAAP which are reported on by independent certified public accountants;

the ratio of the costs of raising capital during the period to the capital raised;

the aggregate amount of advisory fees and the aggregate amount of fees paid to the advisor and any affiliate of the advisor, including fees or charges paid to our advisor and to any affiliate of our advisor by third parties doing business with us;

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our total operating expenses, stated as a percentage of the average invested assets and as a percentage of net income;

a report from the independent directors that the policies, objectives and strategies we follow are in the best interests of our stockholders and the basis for such determination; and

separately stated, full disclosure of all material terms, factors and circumstances surrounding any and all transactions involving us, our directors, our advisor and any of their affiliates occurring in the year for which the annual report is made. Independent directors are specifically charged with the duty to examine and comment in the report on the fairness of such transactions.

We will make available to you on our website at www.irtreit.com or, at our discretion, via email, our quarterly and annual reports and other reports and documents concerning your investment. To the extent required by law or regulation, or, in our discretion, we may also make certain of this information available to you via U.S. mail or other courier. You may always receive a paper copy upon request.

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Our tax accountants will prepare our federal tax return (and any applicable state income tax returns). Generally we will provide appropriate tax information to our stockholders within 31 days following the end of each fiscal year. Our fiscal year is the calendar year.

Quarterly Report for the Quarterly Period Ended September 30, 2012

On November 9, 2012, we filed with the SEC our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, a copy of which is attached to this Supplement No. 5 as Exhibit A (without exhibits).

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EXHIBIT A

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 333-160093

INDEPENDENCE REALTY TRUST, INC.

(Exact Name of Registrant as Specified in Its Charter)

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Maryland
(State or Other Jurisdiction of

26-4567130
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

Cira Centre

2929 Arch St., 17th Floor

Philadelphia, PA
(Address of Principal Executive Offices)

19104
(Zip Code)

(215) 243-9000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large Accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 7, 2012 there were 327,536 shares of the Registrant's common stock issued and outstanding.

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****Independence Realty Trust, Inc. and Subsidiaries****Consolidated Balance Sheets**

(Unaudited and dollars in thousands, except share and per share data)

	As of September 30, 2012	As of December 31, 2011
ASSETS:		
Investments in real estate, net of accumulated depreciation of \$11,486 and \$9,304, respectively	\$ 126,523	\$ 128,124
Cash and cash equivalents	3,618	1,107
Restricted cash	1,194	1,072
Accounts receivable and other assets	881	543
Deferred costs, net of accumulated amortization of \$51 and \$15, respectively	395	506
Total assets	\$ 132,611	\$ 131,352
LIABILITIES AND EQUITY:		
Mortgage indebtedness	\$ 82,175	\$ 82,175
Accounts payable and accrued expenses	1,766	1,529
Other liabilities	618	590
Total liabilities	84,559	84,294
Equity:		
Stockholders' equity:		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized, 125 shares issued and outstanding	0	0
Common stock, \$0.01 par value; 300,000,000 shares authorized, 325,023 and 20,000 shares issued and outstanding, respectively	3	0
Additional paid-in capital	3,312	200
Retained earnings (accumulated deficit)	(296)	(113)
Total stockholders' equity	3,019	87
Non-controlling interest	45,033	46,971
Total equity	48,052	47,058
Total liabilities and equity	\$ 132,611	\$ 131,352

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**Independence Realty Trust, Inc. and Subsidiaries****Consolidated Statements of Operations**

(Unaudited and dollars in thousands, except share and per share data)

	For the Three-Month Periods Ended September 30		For the Nine-Month Periods Ended September 30	
	2012	2011	2012	2011
REVENUE:				
Rental income	\$ 3,609	\$ 2,855	\$ 10,827	\$ 4,788
Tenant reimbursement and other property income	202	166	596	273
Other income	230	201	694	335
Total revenue	4,041	3,222	12,117	5,396
EXPENSES:				
Property operating expenses	2,099	1,721	5,908	2,825
General and administrative expenses	255	249	860	348
Acquisition expenses	52	58	92	404
Depreciation and amortization	840	630	2,471	1,083
Total expenses	3,246	2,658	9,331	4,660
Operating Income	795	564	2,786	736
Interest expense	(809)	(629)	(2,408)	(1,053)
Net income (loss)	(14)	(65)	378	(317)
Income allocated to preferred shares	(4)	0	(12)	0
Income (loss) allocated to non-controlling interest	(10)	17	(434)	233
Net income (loss) allocable to common shares	\$ (28)	\$ (48)	\$ (68)	\$ (84)
Earnings (loss) per share:				
Basic	\$ (0.09)	\$ (2.40)	\$ (0.26)	\$ (4.20)
Diluted	\$ (0.09)	\$ (2.40)	\$ (0.26)	\$ (4.20)
Weighted-average shares:				
Basic	324,359	20,000	256,883	20,000
Diluted	324,359	20,000	256,883	20,000

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**Independence Realty Trust, Inc. and Subsidiaries****Consolidated Statements of Cash Flows****(Unaudited and dollars in thousands)**

	For the Nine-Month Periods Ended September 30	
	2012	2011
Cash flows from operating activities:		
Net income (loss)	\$ 378	\$ (317)
Depreciation and amortization	2,471	1,083
Amortization of deferred financing costs	104	6
Changes in assets and liabilities:		
Accounts receivable and other assets	(338)	(378)
Accounts payable and accrued expenses	237	1,088
Other liabilities	(11)	(31)
Net cash from operating activities	2,841	1,451
Cash flows from investing activities:		
Acquisition of real estate properties	0	(644)
Capital expenditures	(870)	(556)
Increase in restricted cash	(122)	177
Net cash from investing activities	(992)	(1,023)
Cash flows from financing activities:		
Proceeds from issuance of preferred stock	100	0
Proceeds from issuance of common stock	3,015	0
Proceeds from issuance of non-controlling interests	0	1,250
Payments for deferred financing costs	7	(263)
Distributions on preferred stock	(8)	0
Distributions on common stock	(101)	(2)
Distributions to non-controlling interests	(2,351)	(412)