

INDEPENDENCE REALTY TRUST, INC  
Form 8-K  
September 15, 2015

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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):

September 15, 2015

Independence Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

001-36041

26-4567130

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Cira Centre, 2929 Arch Street, 17th Floor,  
Philadelphia, Pennsylvania

19104

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(215) 243-9000

Not Applicable

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))



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**Item 5.07 Submission of Matters to a Vote of Security Holders**

Independence Realty Trust, Inc. (IRT) held a special meeting of stockholders on September 15, 2015 (the Special Meeting). At the Special Meeting, IRT stockholders approved the proposal described below, which relates to the previously announced Agreement and Plan of Merger, dated as of May 11, 2015, by and among IRT, Independence Realty Operating Partnership, LP, Adventure Merger Sub LLC, IRT Limited Partner, LLC, Trade Street Residential, Inc., and Trade Street Operating Partnership, LP (the Merger Agreement). As there were sufficient votes to approve Proposal 1, stockholder action on a second proposal, to approve one or more adjournments of the Special Meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of Proposal 1, was not required and IRT did not call the vote on that proposal. The final voting results with respect to the proposal voted upon at the Special Meeting are set forth below. The proposals are described in detail in the definitive joint proxy statement/prospectus for the Special Meeting, filed with the Securities and Exchange Commission on July 31, 2015.

**Proposal 1**

IRT's stockholders approved the issuance of shares of IRT common stock pursuant to the transactions contemplated by the Merger Agreement (including IRT common stock issuable upon redemption of common units of limited partnership interest in IROP issued pursuant to the transactions contemplated by the Merger Agreement).

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
20,864,368	239,556	200,387

**Item 8.01 Other Events**

On September 15, 2015, IRT issued a press release announcing the results of the Special Meeting. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1	Press Release of Independence Realty Trust, Inc. dated September 15, 2015.
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**SIGNATURES**

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.

*September 15, 2015*

By: */s/ James J. Sebra*

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*Name: James J. Sebra*

*Title: Chief Financial Officer and Treasurer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Independence Realty Trust, Inc. dated September 15, 2015.