

FIRST INDUSTRIAL REALTY TRUST INC  
Form 8-K  
March 08, 2011

**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  
March 7, 2011 (March 3, 2011)**

Date of Report (Date of earliest event reported)  
**FIRST INDUSTRIAL REALTY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-13102**  
(Commission File Number)

**36-3935116**  
(I.R.S. Employer  
Identification No.)

**311 S. Wacker Drive, Suite 3900  
Chicago, Illinois 60606**  
(Address of principal executive offices, zip code)  
**(312) 344-4300**  
(Registrant's telephone number, including area code)  
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 (see General Instruction A.2. below):

- 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 8.01 Other Events.**

On March 3, 2011, First Industrial Realty Trust, Inc., a Maryland corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with UBS Securities LLC (the Underwriter), providing for the offer and sale in a firm commitment underwritten public offering of 8,900,000 shares of common stock of the Company, \$0.01 par value per share, at a price to the public of \$11.40. Subject to customary closing conditions, the Underwriter expects to deliver the shares to the purchasers on or about March 9, 2011. The Company expects to receive net proceeds from this offering of approximately \$100.4 million after deducting underwriting discounts and commissions, and estimated transaction expenses of approximately \$220,000. The shares are being offered and sold pursuant to a prospectus supplement, dated March 3, 2011, and a related prospectus, dated September 18, 2009, under the Company's Registration Statement on Form S-3 (File No. 333-157771).

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Underwriting Agreement, dated March 3, 2011, among First Industrial Realty Trust, Inc., First Industrial, L.P. and UBS Securities LLC. |
| 5.1         | Opinion of McGuireWoods LLP, counsel to the Company, as to the legality of the securities being registered.                            |
| 8.1         | Opinion of Barack Ferrazzano Kirschbaum & Nagelberg LLP, counsel to the registrants, as to certain tax matters.                        |
| 23.1        | Consent of McGuireWoods LLP (included in Exhibit 5.1 hereto).  |
| 23.2        | Consent of Barack Ferrazzano Kirschbaum & Nagelberg LLP (contained in Exhibit 8.1 hereto).   |

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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.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Scott A. Musil

Name: Scott A. Musil

Title: Acting Chief Financial Officer  
(Principal Accounting Officer)

Date: March 7, 2011