

INDEPENDENCE REALTY TRUST, INC  
Form SC 13D/A  
July 23, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**INDEPENDENCE REALTY TRUST, INC.**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**45378A 106**

**(CUSIP Number)**

**James J. Sebra**

**Chief Financial Officer and Treasurer**

**RAIT Financial Trust**

**Cira Centre**

**2929 Arch Street, 17<sup>th</sup> Floor**

**Philadelphia, PA 19104**

**(215) 243-9000**

**with a copy to:**

**Anders Laren**

**Senior Vice President and**

**Corporate Counsel**

**RAIT Financial Trust**

**Cira Centre**

**2929 Arch Street, 17<sup>th</sup> Floor**

**Philadelphia, PA 19104**

**(215) 243-9000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 21, 2014**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

RAIT Financial Trust 23-2919818

2 Check the appropriate box if a member of a group\*

(a) " (b) "

3 SEC use only

4 Source of funds\*

AF/WC

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6 Citizenship or place of organization

Maryland

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 7,269,719 Sole dispositive power

person

with -0-

10 Shared dispositive power

7,269,719

11 Aggregate amount beneficially owned by each reporting person

7,269,719

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

28.2%

14 Type of reporting person (see instructions)

HC/OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

RAIT NTR Holdings, LLC 80-0700816

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

WC/OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 2,060,719 Sole dispositive power

person

with -0-

10 Shared dispositive power

2,060,719

11 Aggregate amount beneficially owned by each reporting person

2,060,719

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

8.0%

14 Type of reporting person (see instructions)

OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Taberna IR Holdings Member, LLC 45-1966301

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 97,500 Sole dispositive power

person

with -0-

10 Shared dispositive power

97,500

11 Aggregate amount beneficially owned by each reporting person

97,500

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

0.4%

14 Type of reporting person (see instructions)

OO



1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Belle Creek Member, LLC 26-0191632

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 352,500 Sole dispositive power

person

with -0-

10 Shared dispositive power

352,500

11 Aggregate amount beneficially owned by each reporting person

352,500

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

1.4%

14 Type of reporting person (see instructions)

OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Crestmont Member, LLC

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power  
675,000

person

with -0-

10 Shared dispositive power

675,000

11 Aggregate amount beneficially owned by each reporting person

675,000

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

2.6%

14 Type of reporting person (see instructions)

OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Copper Mill Member, LLC

2 Check the appropriate box if a member of a group\*

(a) " (b) "

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

736,500

person

with -0-

10 Shared dispositive power

736,500

11 Aggregate amount beneficially owned by each reporting person

736,500

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

2.9%

14 Type of reporting person (see instructions)

OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Heritage Trace Member, LLC

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 550,000 Sole dispositive power

person

with -0-

10 Shared dispositive power

550,000

11 Aggregate amount beneficially owned by each reporting person

550,000

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

2.1%

14 Type of reporting person (see instructions)

OO



1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Tresa at Arrowhead Member, LLC 27-1025260

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 917,500 Sole dispositive power

person

with -0-

10 Shared dispositive power

917,500

11 Aggregate amount beneficially owned by each reporting person

917,500

12 Check box if the aggregate amount in Row (11) excludes certain shares\*

13 Percent of class represented by amount in Row (11)

3.6%

14 Type of reporting person (see instructions)

OO

1 Name of reporting persons

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Centrepoint Member, LLC 27-2489892

2 Check the appropriate box if a member of a group\*

(a) " (b) "

3 SEC use only

4 Source of funds\*

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 1,190,000  
Sole dispositive power

person

with -0-

10 Shared dispositive power

1,190,000