Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer					
1 Issuer's name		2 Issuer's employer identification number (EIN)			
INDEPENDENCE REALTY TRUST,	INC.	26-4567130			
3 Name of contact for additional in	formation 4 Telephone No. of contact	5 Email address of contact			
INDEPENDENCE REALTY TRUST,					
6 Number and street (or P.O. box i	if mail is not delivered to street address) of cont	7 City, town, or post office, state, and Zip code of contact			
2929 ARCH STREET, 17TH FLOOR		PHILADELPHIA, PA 19104			
8 Date of action	9 Classification and description				
SEE ATTACHED	NONDIVIDEND DISTRIBUTIO	N			
	rial number(s) 12 Ticker symbol	13 Account number(s)			
SEE ATTACHED	SEE ATTACHED				
Part II Organizational Ac	tion Attach additional statements if need	ed. See back of form for additional questions.			
14 Describe the organizational act	tion and, if applicable, the date of the action or	the date against which shareholders' ownership is measured for			
		DENCE REALTY TRUST, INC. ("IRT") MADE DISTRIBUTIONS			
		DEND DISTRIBUTIONS. UNDER IRC SECTION			
		ST AND REDUCE THE ADJUSTED BASIS OF THE STOCK ON			
THE DATE THE DISTRIBUTION IS I	RECEIVED. UNDER IRC SEC. 301(C)(3)(A), TO	O THE EXTENT THE NONDIVIDEND DISTRIBUTIONS			
EXCEED THE BASIS IN THE STOC	K, THE EXCESS SHOULD BE TREATED AS (GAIN FROM THE SALE OR EXCHANGE OF THE STOCK.			
Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► SEE ATTACHED					
	-				
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!					
					
16 Describe the calculation of the valuation dates ▶ NOT APPLIC		calculation, such as the market values of securities and the			
NOTAFER					
0					
8.					
					
<u></u>					
4					

Part I		Organizational Action (contin	ued)			
49 13	- 4 4 1	applicable Internal Revenue Code se	ation(a) and subscation(a) upon w	high the tay treatment i	s based 🕨	
		is 301(c)(2), 301(c)(3)(A) AND 312	ction(s) and subsection(s) upon v	There tax treatment	3 Dascu P	
INO SE	311011	001(0)(2), 001(0)(0)(0) 11112 012				
-						
			O DECLUTING LOCC MAY DE D	ECOCNIZED		
18 Ca	an any	resulting loss be recognized? No	O RESULTING LUSS MAY BE R	ECOGINIZED.		
19 Pr	rovide	any other information necessary to it	mplement the adjustment, such a	s the reportable tax yea	ır ▶	
	Unde	r penalties of perjury, I declare that I have	examined this return, including acco	ompanying schedules and	statements,	and to the best of my knowledge and
	belief	, it is true, correct, and complete. Declara	tion of preparer (other than officer) is l	based on all information of	wnich prepa	rer has any knowledge.
Sign / W						1,5
Here	Signa	eture - Ethan Kopy		Date ►	1/29/	73
		4/		MANUFACTURE TO THE PROPERTY OF	Vice Pres	dont Tay Director
	Print	your name ► Ethan Kopp	Preparer's signature	Title ► Date	vice Presi	dent, Tax Director
Paid		Print/Type preparer's name	Toparor o dignaturo			Check if self-employed
Prepa		Final and A				Firm's EIN ▶
Use C	Only	Firm's name ► Firm's address ►				Phone no.
Send Fo	orm 89	37 (including accompanying stateme	ents) to: Department of the Treas	ury, Internal Revenue Se	ervice, Ogd	en, UT 84201-0054

INDEPENDENCE REALTY TRUST, INC. EIN: 26-4567130 ATTACHMENT TO FORM 8937

PART I, ITEM 8:

SECURITY DESCRIPTION

Independence Realty Trust, Inc. Common Stock

DATES OF ACTION

2/14/14, 3/17/14, 4/15/14, 5/15/14, 6/16/14, 7/15/14, 8/15/14, 9/16/14, 10/15/14, 11/17/14, 12/15/14, 1/15/15

PART I, ITEMS 10 AND 12:

SECURITY DESCRIPTION	CUSIP NUMBER	TICKER SYMBOL
Independence Realty Trust, Inc. Common Stock	45378A106	IRT

PART II, ITEM 15

SECURITY DESCRIPTION	<u>DATE</u>	REDUCTION IN BASIS PER SHARE	
Independence Realty Trust, Inc. Common Stock	2/14/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	3/17/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	4/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	5/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	6/16/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	7/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	8/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	9/16/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	10/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	11/17/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	12/15/2014	\$	0.0391
Independence Realty Trust, Inc. Common Stock	1/15/2015	\$	0.0391