

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001625941

Name of Issuer

INDUSTRIAL LOGISTICS
REALTY TRUST INC.

Jurisdiction of

Incorporation/Organization

MARYLAND

Previous Name(s) None

Logistics Property Trust Inc.

LOGISTICS PROPERTY TRUST
INC.

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2014

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

INDUSTRIAL LOGISTICS REALTY TRUST INC.

Street Address 1

518 Seventeenth Street

Street Address 2

17th Floor

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80202

Phone No. of Issuer

303-228-2200

3. Related Persons

Last Name **Merriman, III** First Name **Dwight** Middle Name **L.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Chief Executive Officer and Director.

Last Name **Zucker** First Name **Evan** Middle Name **H.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Chairman and Director, Sponsor

Last Name **Burton** First Name **Marshall** Middle Name **M.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Independent Director

Last Name **Moore** First Name **Stanley** Middle Name **A.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Independent Director

Last Name **Hagestad** First Name **John** Middle Name **S.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Independent Director

Last Name **Duke** First Name **Charles** Middle Name **B.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Independent Director

Last Name **McGonagle** First Name **Thomas** Middle Name **G.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Chief Financial Officer

Last Name **Widoff** First Name **Joshua** Middle Name **J.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Executive Vice President, Secretary and General Counsel

Last Name **Mulvihill** First Name **James** Middle Name **R.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Sponsor

Last Name **Blumberg** First Name **John** Middle Name **A.**
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Sponsor

Last Name **ILT Advisors LLC** First Name **n/a** Middle Name
Street Address 1 **518 Seventeenth Street** Street Address 2 **17th Floor**
City **Denver** State/Province/Country **COLORADO** ZIP/Postal Code **80202**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Advisor

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
 - Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceutical
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) |
| | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2016-11-14** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input checked="" type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **4000** USD

12. Sales Compensation

Recipient
H and L Equities, LLC
(Associated) Broker or Dealer None
Charles B. Harrison

Recipient CRD Number None
113794
(Associated) Broker or Dealer CRD Number None
3071551

Street Address 1
1175 Peachtree Street, N.E.

Street Address 2
100 Colony Square, Suite 2200

City
Atlanta

State/Province/Country
GEORGIA

ZIP/Postal Code
30361

State(s) of Solicitation All States Foreign/Non-US
FLORIDA
GEORGIA
TEXAS

Recipient
H and L Equities, LLC
(Associated) Broker or Dealer None
Scott Harrison

Recipient CRD Number None
113794
(Associated) Broker or Dealer CRD Number None
4981070

Street Address 1
1175 Peachtree Street, N.E.

Street Address 2
100 Colony Square, Suite 2200

City
Atlanta

State/Province/Country
GEORGIA

ZIP/Postal Code
30361

State(s) of Solicitation All States Foreign/Non-US
FLORIDA
GEORGIA
TEXAS

Recipient
H and L Equities, LLC
(Associated) Broker or Dealer None
Phyllis Johnson

Recipient CRD Number None
113794
(Associated) Broker or Dealer CRD Number None
1020488

Street Address 1
1175 Peachtree Street, N.E.

Street Address 2
100 Colony Square, Suite 2200

City
Atlanta

State/Province/Country
GEORGIA

ZIP/Postal Code
30361

State(s) of Solicitation All States Foreign/Non-US
GEORGIA
TEXAS

Recipient
H and L Equities, LLC
Recipient CRD Number None
113794
(Associated) Broker or Dealer None
Patrick J. Welchel
(Associated) Broker or Dealer CRD Number None
5389090
Street Address 1
1175 Peachtree Street, N.E.
Street Address 2
100 Colony Square, Suite 2200
City
Atlanta
State/Province/Country
GEORGIA
ZIP/Postal Code
30361
State(s) of Solicitation All States Foreign/Non-US
GEORGIA

Recipient
H and Equities, LLC
Recipient CRD Number None
113794
(Associated) Broker or Dealer None
Lori Mayfield
(Associated) Broker or Dealer CRD Number None
4899271
Street Address 1
1175 Peachtree Street, N.E.
Street Address 2
100 Colony Square, Suite 2200
City
Atlanta
State/Province/Country
GEORGIA
ZIP/Postal Code
30361
State(s) of Solicitation All States Foreign/Non-US
GEORGIA

13. Offering and Sales Amounts

Total Offering Amount \$ 500000 USD Indefinite
Total Amount Sold \$ 500000 USD
Total Remaining to be Sold \$ 0 USD Indefinite

Clarification of Response (if Necessary)

Promissory notes offered by Industrial Logistics Realty Trust Inc. in the aggregate amount of \$375,400 and common stock offered by Industrial Realty Trust Inc. in the aggregate amount of \$124,600.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **125**

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 25000 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

Fee of \$33,750 paid to REIT Funding, LLC (and REIT Funding, LLC reimbursed for certain expenses). From this fee, REIT Funding, LLC responsible for paying brokerage commission of \$25,000 to H & L Equities, LLC, a registered broker dealer.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Issuer has no paid employees. Independent Directors receive \$8,750/quarter + \$2,500 for each mtg attended +\$12,500 retainer to Chair of Audit Comm., \$10,000 to Chair of Investment Comm. and \$5,000 to Chair of Nominating and Corporate Governance Comm.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
INDUSTRIAL LOGISTICS REALTY TRUST INC.	/s/ Sarah Wadsworth	Sarah Wadsworth	VP, Assistant General Counsel & Assistant Secretary	2016-11-22