

INDEPENDENCE REALTY TRUST, INC  
Form 8-K  
March 22, 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  
Date of Report (Date of Earliest Event Reported): March 17, 2011  
Independence Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

Maryland

333-160093

26-4567130

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

Cira Centre  
2929 Arch St., 17th Floor  
Philadelphia, PA

19104

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (215) 243-9000

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 1.01 Entry into a Material Definitive Agreement.**

On March 17, 2011, the Board of Directors of Independence Realty Trust, Inc. (the Company ) approved a form of indemnification agreement and authorized the Company to enter into the agreement with each of its current directors. On the same day, the Company entered into the indemnification agreement with each of the directors set forth in the table below.

<b>Name</b>	<b>Title</b>
Scott F. Schaeffer	Chairman of the Board
Jack E. Salmon	Director
William C. Dunkelberg	Independent Director
Robert F. McCadden	Independent Director
DeForest B. Soaries, Jr.	Independent Director

Each indemnification agreement provides, among other things, that the Company will indemnify, to the maximum extent permitted by law, the covered director against any and all judgments, penalties, fines and amounts paid in settlement, and all reasonable and out-of-pocket expenses (including attorneys fees), actually and reasonably incurred in connection with any threatened, pending or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, administrative hearing or other proceeding that arises out of the director s status as a present or former director, officer, employee or agent of the Company. Each indemnification agreement also requires the Company, upon request of the covered director, to advance the expenses related to such an action provided that the director undertakes to repay any amounts to which he is subsequently determined not to be entitled.

The indemnification agreement is not exclusive of any other rights to indemnification or advancement of expenses to which the covered director may be entitled, including any rights arising under the charter or bylaws of the Company or applicable law.

The foregoing description is qualified in its entirety by reference to the full text of the form of indemnification agreement, which is attached to this Current Report on Form 8-K as Exhibit 10.5 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
10.5	Form of Indemnification Agreement

**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.

By: /s/ Jack E. Salmon  
Jack E. Salmon  
President and Chief Financial Officer

March 22, 2011