

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
INDEPENDENCE REALTY TRUST, INC.		26-4567130	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
INDEPENDENCE REALTY TRUST, INC.	215-243-9000		
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
2929 ARCH STREET, 17TH FLOOR		PHILADELPHIA, PA 19104	
<b>8</b> Date of action		<b>9</b> Classification and description	
SEE ATTACHED		NONDIVIDEND DISTRIBUTION, COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
SEE ATTACHED		SEE ATTACHED	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **DURING THE YEAR ENDED DECEMBER 31, 2015, INDEPENDENCE REALTY TRUST, INC. ("IRT") MADE CASH DISTRIBUTIONS TO HOLDERS OF ITS COMMON SHARES. A PORTION OF THESE DISTRIBUTIONS REPRESENTS A NON-DIVIDEND DISTRIBUTION. UNDER IRC SECTION 301(C)(2), THE AMOUNT OF THE NON-DIVIDEND DISTRIBUTION SHOULD BE APPLIED AGAINST AND REDUCE THE ADJUSTED BASIS OF THE STOCK ON THE DATE THE NON-DIVIDEND DISTRIBUTION IS RECEIVED. UNDER IRC SEC. 301(C)(3)(A), TO THE EXTENT THE NON-DIVIDEND DISTRIBUTIONS EXCEED THE BASIS IN THE STOCK, THE EXCESS SHOULD BE TREATED AS GAIN FROM THE SALE OR EXCHANGE OF THE STOCK.**

**15** 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**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **NOT APPLICABLE**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►  
IRC SECTIONS 301(C)(2), 301(C)(3)(A) AND 312

18 Can any resulting loss be recognized? ► NO RESULTING LOSS MAY BE RECOGNIZED.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ► Ethan Kopp Date ► 1/28/16

Print your name ► Ethan Kopp Title ► Vice President, Tax Director

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

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

**PART I, ITEM 8:**

<u>SECURITY DESCRIPTION</u>	<u>DATES OF ACTION</u>
Independence Realty Trust, Inc. Common Stock	2/17/15, 3/16/15, 4/15/15, 5/15/15, 6/15/15, 7/15/15, 8/17/15, 9/15/15, 10/15/15, 11/16/15, 12/15/15, 1/15/16

**PART I, ITEMS 10 AND 12:**

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

**PART II, ITEM 15**

<u>SECURITY DESCRIPTION</u>	<u>PAYMENT DATE</u>	<u>REDUCTION IN BASIS PER SHARE</u>	
Independence Realty Trust, Inc. Common Stock	2/17/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	3/16/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	4/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	5/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	6/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	7/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	8/17/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	9/15/2015	\$	0.0283
Independence Realty Trust, Inc. Common Stock	9/30/2015	\$	0.0216
Independence Realty Trust, Inc. Common Stock	10/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	11/16/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	12/15/2015	\$	0.0499
Independence Realty Trust, Inc. Common Stock	1/15/2016	\$	0.0499