

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): February 17, 2015

PLYMOUTH INDUSTRIAL REIT, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: **333-173048**

Maryland

(State or other jurisdiction of
Incorporation or organization)

27-5466153

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

**260 Franklin Street, Suite 1900,
Boston, MA 02110**

(Address of principal executive offices)

(617) 340-3814

(Registrant's telephone number)

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On February 17, 2015, the Board of Directors (the “Board”) of Plymouth Industrial REIT, Inc. (the “Company”) increased the size of the Board from eight to eleven members and appointed Messrs. Martin Barber, Darren R. Bertram and Michael G. Reiter to fill the vacancies created by the increase in the size of the Board. Unless previously removed as described below, each of Messrs. Barber, Bertram and Reiter will stand for election at the Company’s 2015 annual meeting of stockholders and will receive the same compensation as other non-employee directors of the Company as described in the Company’s 2014 proxy statement.

Mr. Barber is currently a director of several companies in the United States and the United Kingdom and manages personal investments. Mr. Barber’s previous experience includes co-founding and serving as chairman of CenterPoint Properties Trust, Inc., an NYSE listed REIT which was sold in 2006. Mr. Bertram is the Chief Executive Officer of Nevada Hospice and Palliative Care, Inc., a holding company owning several businesses involved in healthcare and real estate. Mr. Reiter has extensive real estate, capital markets and financial experience with public listed and non-listed REITs and private funds. He began his career as a CPA with Ernst & Young. Each of these directors was elected to the Board pursuant to an agreement entered into among the Company and certain investment entities managed or advised by Senator Investment Group LP (collectively, the “Funds”) in connection with the previously announced loan agreement (the “Loan Agreement”) among the Company, Plymouth Industrial OP, LP, the property guarantors and the lenders designated in the Loan Agreement. Pursuant to the terms of this agreement, the Funds have the right to cause up to six people to be appointed to the Board, to serve until the indebtedness under the Loan Agreement has been paid in full or otherwise removed pursuant to the terms of the agreement.

None of Messrs. Barber, Bertram or Reiter has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 4.04(a) of Regulation S-K. The Company has entered into its standard director indemnification agreement with each of Messrs. Barber, Bertram or Reiter, pursuant to which the Company agrees to indemnify, defend and hold its directors harmless from and against losses and expenses incurred as a result of their board service, subject to the terms and conditions provided in the agreement.

SIGNATURE

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.

Date: February 20, 2015

PLYMOUTH INDUSTRIAL REIT, INC.

By: /s/ Jeffrey E. Witherell
Jeffrey E. Witherell
Chief Executive Officer