

RAYONIER INC  
Form S-8  
April 20, 2009

As filed with the Securities and Exchange Commission on April 20, 2009.

File No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**RAYONIER INC.**

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation or organization)

13-2607329

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

**50 North Laura Street**

**Jacksonville, Florida**  
(Address of Principal Executive Offices)

**32202**  
(Zip Code)

**Rayonier-Jesup Mill Savings Plan for Hourly Employees**

(Full title of the plan)

**W. Edwin Frazier, III**

**Copy to:**

**Senior Vice President, Chief Administrative Officer and**

**Mike Stevens**

**Corporate Secretary**

**Alston & Bird LLP**

**Rayonier Inc.**

**One Atlantic Center**

**50 North Laura Street**

**1201 West Peachtree Street, NW**

**Jacksonville, FL 32202**

**Atlanta, Georgia 30309-3424**

**(904) 357-9100**

**(404) 881-7970**

(Name, Address and Telephone number, including area code, of

Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities</b>	<b>Amount to</b>	<b>Proposed maximum offering price</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
<b>to be registered</b> Common Stock,  no par value	<b>be registered</b> 5,000,000 (1) (2)	<b>per share</b> \$34.46 (2)	<b>\$172,300,000 (2)</b>	<b>\$9,614.34</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also relates to such indeterminate number of additional shares of common stock of Rayonier Inc. (the "Company") as may be issuable in the event of a stock dividend, stock split, recapitalization, or other similar change in the capital structure of the Company, or a merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the Rayonier-Jesup Mill Savings Plan for Hourly Employees (the "Plan").
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h), based on the average of the high and low prices of the Company's common stock reported on the New York Stock Exchange on April 15, 2009.

**PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents constituting Part I of this registration statement will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this registration statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to Plan Administrator, Rayonier Inc., 50 North Laura Street, Jacksonville, FL 32202; telephone number (904) 357-9100, or by sending an email to sharon.sims@rayonier.com.

**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, filed by the Company with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated herein by reference and deemed to be a part hereof:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2008;
- (b) All reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act, since December 31, 2008;
- (c) The description of the Company's common stock contained in its Registration Statement on Form 8-A, registering the shares of common stock under the Exchange Act, and all amendments thereto; and
- (d) All other documents subsequently filed by the Company or the Plan pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Michael R. Herman who is providing the legal opinion attached as Exhibit 5.1 hereto, is employed by the Company as its Vice President and General Counsel. W. Edwin Frazier, III, who serves as the plan administrator for the Plan, is employed by the Company as its Senior Vice President, Chief Administrative Officer and Corporate Secretary. Both Mr. Herman and Mr. Frazier own shares of the Company's common stock, directly and as participants in the Company's employee benefit plans.

**Item 6. Indemnification of Directors and Officers.**

Sections 55-8-50 through 55-8-58 of the North Carolina Business Corporation Act contain specific provisions relating to indemnification of directors and officers of North Carolina corporations. In general, the statutes provide that (1) a corporation must indemnify a director or officer who is wholly successful, on the merits or otherwise, in his defense of a proceeding to which he was a party because of his status as such, except to the extent limited or eliminated in the corporation's articles of incorporation, and (2) a corporation may, but is not required to, indemnify a director or officer if he is not wholly successful in such defense, if it is determined that the director or officer meets certain standards of conduct, provided, however, when a director or officer is liable to the corporation or is adjudged liable on the basis that personal benefit was improperly received by him, the corporation may not indemnify him. A director or officer of a corporation who is a party to a proceeding may also apply to the courts for indemnification, unless the articles of incorporation provide otherwise, and the court may order indemnification in certain circumstances set forth in the statute. A corporation may, in its articles of incorporation or bylaws or by contract or resolution, provide indemnification in addition to that provided by statute, subject to certain conditions.

The Company's articles of incorporation obligate it, to the maximum extent permitted by North Carolina law, to indemnify its directors and officers against all liabilities and expenses (including reasonable attorney's fees) incurred in connection with any suit or proceeding arising out of his status as such, unless the activities of the person to be indemnified were at the time taken known or believed by him to be clearly in conflict with the best interests of the Company. This right to indemnification includes the right of a director or officer to be paid expenses in advance of the final disposition of any proceeding upon receipt of an undertaking to repay such amount. The Company's articles of incorporation also provide that, to the full extent permitted by law, a director shall not be personally liable for monetary damages for breach of any duty as a director.

Reference is made to Article VI and Article VII of the Company's Amended and Restated Articles of Incorporation filed as an exhibit to the Company's Current Report on Form 8-K filed on May 22, 2007.

The Company has in effect insurance policies indemnifying its directors and officers and those of its subsidiaries, against civil liabilities of such directors and officers.

In addition, the Company has indemnification agreements in effect between it and each of its directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Exhibit Index, which is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(Signatures on following page)

**SIGNATURES**

*The Company.* Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jacksonville, state of Florida, on this 20 day of April, 2009.

**RAYONIER INC.**

By: /s/ Lee M. Thomas  
Lee M. Thomas

Chairman, President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Lee M. Thomas and W. Edwin Frazier, III, and each or any one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated:

SIGNATURE	TITLE	DATE
/s/ Lee M. Thomas Lee M. Thomas	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	April 20, 2009
	Senior Vice President and Chief Financial Officer	April 20, 2009
/s/ Hans E. Vanden Noort Hans E. Vanden Noort	(Principal Financial Officer and Principal Accounting Officer)	
(Signatures continued on following page)		



/s/ C. David Brown, II C. David Brown, II	Director	April 17, 2009
/s/ John E. Bush John E. Bush	Director	April 16, 2009
/s/ James H. Hance, Jr. James H. Hance, Jr.	Director	April 19, 2009
/s/ Richard D. Kincaid Richard D. Kincaid	Director	April 17, 2009
/s/ Paul G. Kirk, Jr. Paul G. Kirk, Jr.	Director	April 16, 2009
/s/ V. Larkin Martin V. Larkin Martin	Director	April 20, 2009
/s/ David W. Oskin David W. Oskin	Director	April 19, 2009
/s/ Carl S. Sloane Carl S. Sloane	Director	April 17, 2009
/s/ Ronald Townsend Ronald Townsend	Director	April 17, 2009

**The Plan.** Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on the Plan's behalf by the undersigned, thereunto duly authorized, in the city of Jacksonville, state of Florida, on April 20, 2009.

**RAYONIER-JESUP MILL SAVINGS PLAN FOR HOURLY EMPLOYEES**

By: /s/ W. Edwin Frazier, III  
W. Edwin Frazier, III

Plan Administrator

**EXHIBIT INDEX**

**TO**

**FORM S-8**

- 4.1 Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's May 22, 2007 Form 8-K)
- 4.2 By-Laws (incorporated by reference to Exhibit 3.2 to the Company's May 22, 2007 Form 8-K)
- 5.1 Opinion of Counsel
- 23.1 Consent of Counsel (included in Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche LLP
- 24.1 Power of Attorney (included on signature page of this registration statement)

In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5)(ii) of Regulation S-K, the Company hereby undertakes that it has submitted the Plan and any amendment thereto to the Internal Revenue Service ( IRS ) in a timely manner and has made or will make all changes required by the IRS in order to qualify Plan under Section 401 of the Internal Revenue Code of 1986, as amended.