

RAYONIER INC  
Form 8-K  
May 19, 2017  
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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)

May 18, 2017

RAYONIER INC.

COMMISSION FILE NUMBER 1-6780

Incorporated in the State of North Carolina

I.R.S. Employer Identification Number 13-2607329

225 Water Street, Suite 1400

Jacksonville, Florida 32202

(Principal Executive Office)

Telephone Number: (904) 357-9100

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations 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 5.07. Submission of Matters to a Vote of Security Holders.

The 2017 Annual Meeting of Shareholders of the Company was held on May 18, 2017 (the “Annual Meeting”). At the Annual Meeting, shareholders of the Company (1) approved all nine of the director nominees for the ensuing year, (2) approved, on an advisory basis, the compensation of the Company’s named executive officers, (3) approved, on an advisory basis, a one-year frequency of future advisory votes on the compensation of the Company’s named executive officers, (4) approved the material terms under the Rayonier Non-Equity Incentive Plan, (5) approved the material terms under the Rayonier Incentive Stock Plan, (6) approved a limit on awards to non-employee directors under the Rayonier Incentive Stock Plan, and (7) ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2017.

The final voting results were as follows:

	Votes For	Votes Against	Abstain	Broker Non-Votes
Election of Directors, Terms Expire in 2018				
Richard D. Kincaid	103,820,109	1,884,082	117,229	11,822,946
John A. Blumberg	104,024,764	1,684,625	112,031	11,822,946
Dod A. Fraser	104,034,294	1,675,560	111,566	11,822,946
Scott R. Jones	103,975,380	1,736,479	109,561	11,822,946
Bernard Lanigan, Jr.	104,337,127	1,366,145	118,148	11,822,946
Blanche L. Lincoln	104,071,398	1,655,356	94,666	11,822,946
V. Larkin Martin	103,747,545	1,973,988	99,887	11,822,946
David L. Nunes	104,078,425	1,631,452	111,543	11,822,946
Andrew G. Wiltshire	104,747,926	961,701	111,793	11,822,946
				Broker Non-Votes
Advisory Vote on the Compensation of Our Named Executive Officers	Votes For	Votes Against	Abstain	Non-Votes
	102,954,713	2,518,231	348,476	11,822,946
	One Year	Two Years	Three Years	Abstain
Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Our Named Executive Officers	93,342,627	980,693	10,326,213	1,171,887
				Broker Non-Votes
Proposal to Approve the Material Terms Under the Rayonier Non-Equity Incentive Plan, as amended	Votes For	Votes Against	Abstain	Non-Votes
	103,252,291	2,253,334	315,795	11,822,946
				Broker Non-Votes
Proposal to Approve the Material Terms Under the Rayonier Incentive Stock Plan, as amended	Votes For	Votes Against	Abstain	Non-Votes
	102,946,854	2,561,430	313,136	11,822,946
				Broker Non-Votes
	Votes For		Abstain	Non-Votes

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	Votes Against		
Proposal to Approve a limit on awards to non-employee directors under the Rayonier Incentive Stock Plan	103,327,015	2,111,085	383,320 11,822,946
			Broker
	Votes For	Votes Against	Abstain Non-Votes
Ratification of Auditors	116,298,173	1,265,906	80,287 —

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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.

RAYONIER INC. (Registrant)

BY: /s/ MARK R. BRIDWELL

Mark R. Bridwell

Vice President, General Counsel and

Corporate Secretary

May 19, 2017