

RAYONIER INC  
Form 8-K  
March 22, 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)

March 22, 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 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 8.01. OTHER EVENTS

On March 17, 2017, Rayonier Inc. (the “Company”) entered into an Underwriting Agreement with Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., acting as representatives of the several underwriters named therein (the “Underwriters”), in connection with the public offering and sale (the “Offering”) of 5,000,000 shares of the Company’s common shares, no par value (the “Common Shares”), at a price to the public of \$27.75 per share. As a component of the Offering, the Company granted the Underwriters a 30-day option to purchase up to an additional 750,000 Common Shares to cover over-allotments (the “Option”).

On March 20, 2017, the Underwriters notified the Company of their exercise, in full, of the Option to purchase 750,000 Common Shares from the Company. The Offering, including the exercise of the Option, is closing on March 22, 2017.

The Company is filing herewith the following exhibits to its Registration Statement on Form S-3, as amended by Post-Effective Amendment No. 1 thereto (File No. 333-203733), in connection with the Offering:

1. Underwriting Agreement, dated as of March 17, 2017, by and among the Company and Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., acting as representatives of the Underwriters.
2. Opinion of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.
3. Opinion of Vinson & Elkins L.L.P.
4. Consent of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P. (included in Exhibit 5.1).
5. Consent of Vinson & Elkins L.L.P. (included in Exhibit 8.1).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The following are filed as Exhibits to this Report.

| Exhibit No. | Exhibit Description  |
|-------------|--|
| 1.1         | Underwriting Agreement, dated as of March 17, 2017, by and among Rayonier Inc. and Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., acting as representatives of the several underwriters named therein. |
| 5.1         | Opinion of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.   |
| 8.1         | Opinion of Vinson & Elkins L.L.P.  |

- 23.1 Consent of Smith,  
Anderson, Blount,  
Dorsett, Mitchell &  
Jernigan, L.L.P.  
(included in Exhibit  
5.1).
- 23.2 Consent of Vinson  
& Elkins L.L.P.  
(included in Exhibit  
8.1).

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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 MCHUGH

Mark McHugh

Senior Vice President and

Chief Financial Officer

March 22, 2017

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EXHIBIT INDEX

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|-------------|--|-----------------|
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| 5.1         | Opinion of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.   | Filed herewith. |
| 8.1         | Opinion of Vinson & Elkins L.L.P.  | Filed herewith. |
| 23.1        | Consent of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P. (included in Exhibit 5.1).  | Filed herewith. |
| 23.2        | Consent of Vinson & Elkins L.L.P. (included in Exhibit 8.1).   | Filed herewith. |