

RAYONIER INC  
Form 8-K  
May 24, 2016  
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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 23, 2016

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 2016 Annual Meeting of Shareholders of the Company was held on May 23, 2016 (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, and (3) ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2016.

The final voting results were as follows:

|   |             |               | Broker             |
|---|-------------|---------------|--------------------|
|   | Votes For   | Votes Against | Abstain Non-Votes  |
| Election of Directors, Terms Expire in 2017 |             |               |                    |
| Richard D. Kincaid                          | 100,487,657 | 2,059,831     | 186,657 13,182,876 |
| John A. Blumberg                            | 101,190,245 | 793,522       | 750,378 13,182,876 |
| Dod A. Fraser                               | 101,183,452 | 800,842       | 749,851 13,182,876 |
| Scott R. Jones                              | 101,435,669 | 550,466       | 748,010 13,182,876 |
| Bernard Lanigan, Jr.                        | 101,787,865 | 755,419       | 190,861 13,182,876 |
| Blanche L. Lincoln                          | 101,406,217 | 584,174       | 743,754 13,182,876 |
| V. Larkin Martin                            | 100,727,799 | 1,264,544     | 741,802 13,182,876 |
| David L. Nunes                              | 100,832,238 | 1,147,545     | 754,362 13,182,876 |
| Andrew G. Wiltshire                         | 102,014,606 | 536,158       | 183,381 13,182,876 |

|   |            |               | Broker             |
|---|------------|---------------|--------------------|
|   | Votes For  | Votes Against | Abstain Non-Votes  |
| Advisory Vote on the Compensation of Our Named Executive Officers | 99,633,711 | 2,686,484     | 413,950 13,182,876 |

|                          |             |               | Broker            |
|--------------------------|-------------|---------------|-------------------|
|                          | Votes For   | Votes Against | Abstain Non-Votes |
| Ratification of Auditors | 114,330,219 | 830,319       | 756,483 —         |

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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 24, 2016