

RAYONIER INC
Form 8-K
May 18, 2018
Table of Contents

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 17, 2018
COMMISSION FILE NUMBER 1-6780
Incorporated in the State of North Carolina
I.R.S. Employer Identification Number 13-2607329
1 Rayonier Way
Yulee, Florida 32097
(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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Table of Contents

RAYONIER INC.
TABLE OF CONTENTS

| | PAGE |
|--|----------|
| Item 5.07. <u>Submission of Matters to a Vote of Security Holders.</u> | <u>1</u> |
| <u>Signature</u> | <u>2</u> |

Table of Contents

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2018 Annual Meeting of Shareholders of the Company was held on May 17, 2018 (“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 2018.

The final voting results were as follows:

| | Votes For | Votes Against | Abstain | Broker Non-Votes |
|---|-------------|---------------|---------|---------------------|
| Election of Directors, Terms Expire in 2019 | | | | |
| Richard D. Kincaid | 109,086,094 | 1,610,992 | 198,028 | 11,601,399 |
| Keith E. Bass | 110,419,773 | 369,100 | 106,241 | 11,601,399 |
| Dod A. Fraser | 110,302,358 | 491,819 | 100,937 | 11,601,399 |
| Scott R. Jones | 110,222,942 | 573,440 | 98,732 | 11,601,399 |
| Bernard Lanigan, Jr. | 110,192,406 | 597,874 | 104,834 | 11,601,399 |
| Blanche L. Lincoln | 110,198,985 | 608,263 | 87,866 | 11,601,399 |
| V. Larkin Martin | 109,344,424 | 1,366,185 | 184,505 | 11,601,399 |
| David L. Nunes | 109,473,314 | 1,318,558 | 103,242 | 11,601,399 |
| Andrew G. Wiltshire | 110,478,269 | 318,825 | 98,020 | 11,601,399 |

| | Votes For | Votes Against | Abstain | Broker Non-Votes |
|---|-------------|---------------|---------|---------------------|
| Advisory Vote on the Compensation of Our Named Executive Officers | 108,148,410 | 2,462,314 | 284,390 | 11,601,399 |

| | Votes For | Votes Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|---------------|---------|---------------------|
| Ratification of Auditors | 121,561,401 | 829,025 | 106,087 | — |

Table of Contents

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 18, 2018