

**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:

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | 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 | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | 102,954,713 | 2,518,231 | 348,476 | 11,822,946 |
| | | | | Broker Non-Votes |
| Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Our Named Executive Officers | <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> | <u>Abstain</u> |
| | 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 | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | 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 | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | 102,946,854 | 2,561,430 | 313,136 | 11,822,946 |
| | | | | Broker Non-Votes |
| Proposal to Approve a limit on awards to non-employee directors under the Rayonier Incentive Stock Plan | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | 103,327,015 | 2,111,085 | 383,320 | 11,822,946 |
| | | | | Broker Non-Votes |
| Ratification of Auditors | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | 116,298,173 | 1,265,906 | 80,287 | — |

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