

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 16, 2024



COMMISSION FILE NUMBER 1-6780

RAYONIER INC.

Incorporated in the State of North Carolina
I.R.S. Employer Identification Number 13-2607329

1 Rayonier Way
Wildlight, Florida 32097
(Principal Executive Office)

Telephone Number: (904) 357-9100

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Exchange</u>
COMMON STOCK, \$0.00 PAR VALUE	RYN	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The 2024 Annual Meeting of Shareholders of Rayonier Inc. (the “Company”) was held on May 16, 2024 (the “Annual Meeting”). At the Annual Meeting, shareholders of the Company (1) approved the election of all nine of the director nominees to terms expiring at the 2025 annual meeting of shareholders, (2) approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the proxy statement, and (3) ratified the appointment of Ernst & Young, LLP as the Company’s independent registered public accounting firm for 2024.

The final voting results were as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Election of Directors, Terms Expire in 2025				
Keith Bass	130,509,268	2,752,982	89,436	6,719,202
Gregg A. Gonsalves	132,242,959	1,017,931	90,796	6,719,202
Scott R. Jones	131,441,163	1,822,391	88,132	6,719,202
V. Larkin Martin	126,808,064	6,452,818	90,804	6,719,202
Mark D. McHugh	133,108,336	154,939	88,411	6,719,202
Meridee A. Moore	131,509,178	1,759,457	83,051	6,719,202
Ann C. Nelson	132,051,425	1,217,338	82,923	6,719,202
Matthew J. Rivers	132,064,673	1,197,755	89,258	6,719,202
Andrew G. Wiltshire	132,584,091	679,417	88,178	6,719,202
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Non-binding Advisory Vote on the Compensation of Our Named Executive Officers	129,336,018	3,775,808	239,860	6,719,202
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Ratification of Independent Registered Public Accounting Firm	139,343,136	636,610	91,142	—

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

Senior Vice President, General Counsel and Corporate Secretary

May 16, 2024