

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8  
REGISTRATION STATEMENT NO. 333-152505  
UNDER THE SECURITIES ACT OF 1933**

**RAYONIER INC.**

(Exact name of registrant as specified in its charter)

**North Carolina**

(State or other jurisdiction of  
incorporation or organization)

**13-2607329**

(I.R.S. Employer  
Identification No.)

**225 Water Street, Suite 1400  
Jacksonville, Florida**  
(Address of Principal Executive Offices)

**32202**  
(Zip Code)

**Rayonier Inc. Savings Plan for Non-Bargaining Unit Hourly Employees at Certain Locations**  
(Full title of the plan)

**Christopher A. Van Tuyl**  
**Associate General Counsel and Corporate Secretary**  
**225 Water Street, Suite 1400**  
**Jacksonville, Florida 32202**  
(Name and address of agent for service)

**(904) 357-9100**  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

## DEREGISTRATION OF SECURITIES

On June 27, 2014, Rayonier Inc. (the “Company”) merged the Rayonier Inc. Savings Plan for Non-Bargaining Unit Hourly Employees at Certain Locations (the “Certain Locations Plan”) into the Rayonier Investment and Savings Plan for Salaried Employees. Consequently, the Certain Locations Plan no longer exists and the Company is filing this Post-Effective Amendment No. 2 to the Certain Locations Plan Registration Statement (as defined below) in accordance with the Company’s undertaking set forth in Part II, Item 9 of such registration statement.

### *Certain Locations Plan*

The Company is filing this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 to deregister certain common shares, no par value (“Common Shares”), of the Company previously registered for issuance under the Certain Locations Plan by the Company pursuant to a Registration Statement on Form S-8 (Registration No. 333-152505), filed with the United States Securities and Exchange Commission on July 24, 2008 (the “Certain Locations Plan Registration Statement”). The Certain Locations Plan Registration Statement registered an aggregate of 500,000 Common Shares and an indeterminate amount of interests in the Certain Locations Plan (the “Certain Locations Plan Interests”). The Certain Locations Plan Registration Statement is hereby amended to deregister all Common Shares that were previously registered with respect to the Certain Locations Plan under the Certain Locations Plan Registration Statement and that remain unissued as of the date hereof and all Certain Locations Plan Interests that were registered under the Certain Locations Plan Registration Statement and that remain unissued as of the date hereof. After giving effect to this Post-Effective Amendment, there will be no remaining registered Common Shares available for issuance with respect to the Certain Locations Plan.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on March 4, 2015.

**Rayonier Inc.**

By: /s/ MARK MCHUGH

Mark McHugh

Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities indicated on March 4, 2015.

<u>Signature</u>	<u>Title</u>
<u>/s/ DAVID L. NUNES</u> David L. Nunes	Director, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ MARK MCHUGH</u> Mark McHugh	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ H. EDWIN KIKER</u> H. Edwin Kiker	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ RICHARD D. KINCAID</u> Richard D. Kincaid	Director
<u>/s/ JOHN A. BLUMBERG</u> John A. Blumberg	Director
<u>/s/ DOD A. FRASER</u> Dod A. Fraser	Director
<u>/s/ SCOTT R. JONES</u> Scott R. Jones	Director
<u>/s/ BLANCHE L. LINCOLN</u> Blanche L. Lincoln	Director
<u>/s/ V. LARKIN MARTIN</u> V. Larkin Martin	Director
<u>/s/ DAVID W. OSKIN</u> David W. Oskin	Director

***Certain Locations Plan.*** Pursuant to the requirements of the Securities Act of 1933, the administrator of the Certain Locations Plan has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on the Certain Locations Plan's behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on March 4, 2015.

**Rayonier Inc. Savings Plan for Non-Bargaining Unit Hourly Employees at Certain Locations**

By:           /s/ SHELBY PYATT          

Shelby Pyatt

Plan Administrator