

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 19, 2022



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 2022 Annual Meeting of Shareholders of Rayonier Inc. (the “Company”) was held on May 19, 2022 (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 a non-binding advisory basis, the compensation of the Company’s named executive officers, and (3) ratified the appointment of Ernst & Young, LLP as the Company’s independent registered public accounting firm for 2022.

The final voting results were as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<b>Election of Directors, Terms Expire in 2023</b>				
Dod A. Fraser	120,826,147	6,348,829	97,401	8,207,333
Keith Bass	126,318,186	857,589	96,602	8,207,333
Scott R. Jones	124,835,438	2,341,530	95,409	8,207,333
V. Larkin Martin	107,685,871	19,491,618	94,888	8,207,333
Meridee A. Moore	119,236,931	7,944,881	90,565	8,207,333
Ann C. Nelson	126,154,329	1,027,357	90,691	8,207,333
David L. Nunes	126,728,711	448,550	95,116	8,207,333
Matthew J. Rivers	124,609,557	2,567,705	95,115	8,207,333
Andrew G. Wiltshire	124,620,751	2,554,439	97,187	8,207,333
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<b>Non-binding Advisory Vote on the Compensation of Our Named Executive Officers</b>	123,962,045	3,031,393	278,939	8,207,333
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<b>Ratification of Independent Registered Public Accounting Firm</b>	134,653,410	747,557	78,743	—

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, 2022