

**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)

December 11, 2017

**RAYONIER INC.**

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))

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 5.02**

**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.**

*Retirement of John A. Blumberg*

On December 11, 2017, John A. Blumberg notified Rayonier Inc. (the “Company”) of his resignation from the Company's Board of Directors (the “Board”), effective as of December 13, 2017. Mr. Blumberg's decision to resign was not due to any disagreements with the Company on any matter relating to the Company's operations, policies or practices.

*Election of Keith E. Bass*

On December 13, 2017, the Board elected Keith E. Bass to the Board, effective immediately. The Board also appointed Mr. Bass to serve on the Compensation Committee and the Nominating and Corporate Governance Committee of the Board. Mr. Bass will be paid in accordance with the Company's director compensation program, described in the section titled “Director Compensation” that begins on page 8 of the Company's proxy statement that was filed with the Securities and Exchange Commission on April 3, 2017.

In connection with his election to the Board, Mr. Bass will also enter into the Company's form indemnification agreement for its officers and directors, which generally requires the Company to indemnify its officers and directors to the fullest extent permitted by law.

**ITEM 8.01**

**Other Events**

On December 15, 2017, the Company issued a press release announcing Mr. Blumberg's retirement and Mr. Bass's election, a copy of which is included as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01.**

**Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press release dated December 15, 2017.</a>

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

December 15, 2017



## Rayonier Announces the Election of Keith E. Bass to its Board of Directors

*Election Fills Vacancy Following Resignation of John A. Blumberg*

YULEE, FL — December 15, 2017 — Rayonier Inc. (NYSE:RYN) announced today that Keith E. Bass has been elected to its Board of Directors. Mr. Bass has also been appointed to serve on the Board's Compensation Committee and Nominating and Corporate Governance Committee.

Mr. Bass is currently managing partner of private investment firm Mill Creek Capital LLC and a member of the board of directors of Xenia Hotels and Resorts. Previously, Mr. Bass was President and CEO at WCI Communities, Inc. until February 2017, and he also served as President of Pinnacle Land Advisors, FL from 2011 to 2012. He received his bachelor's degree in business administration from North Carolina Wesleyan College in Rocky Mount, North Carolina.

Mr. Bass's election fills the vacancy that resulted from John A. Blumberg's resignation from the Board. Mr. Blumberg resigned on December 11, 2017 due to time constraints related to his other business interests.

"Keith brings invaluable and extensive expertise in the real estate industry," said Richard D. Kincaid, Chairman of the Board. "He is an excellent addition to our Board of Directors and will provide valuable perspective as we continue to deliver on our long-term strategic objectives."

Mr. Kincaid added, "We would also like to thank John for his significant contributions and dedication to the Board. We wish him well on his future endeavors."

### About Rayonier

*Rayonier is a leading timberland real estate investment trust with assets located in some of the most productive softwood timber growing regions in the United States and New Zealand. As of September 30, 2017, Rayonier owned, leased or managed approximately 2.7 million acres of timberlands located in the U.S. South (1.90 million acres), U.S. Pacific Northwest (378,000 acres) and New Zealand (429,000 acres). More information is available at [www.rayonier.com](http://www.rayonier.com).*

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