

**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): November 21, 2019**

**PROLOGIS, INC.  
PROLOGIS, L.P.**

(Exact name of registrant as specified in charter)

Maryland (Prologis, Inc.)  
Delaware (Prologis, L.P.)  
(State or other jurisdiction  
of Incorporation)

001-13545 (Prologis, Inc.)  
001-14245 (Prologis, L.P.)  
(Commission File Number)

94-3281941 (Prologis, Inc.)  
94-3285362 (Prologis, L.P.)  
(I.R.S. Employer Identification  
No.)

Pier 1, Bay 1, San Francisco, California  
(Address of Principal Executive Offices)

94111  
(Zip Code)

Registrants' Telephone Number, including Area Code: (415) 394-9000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

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

	Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Prologis, Inc.	Common Stock, \$0.01 par value	PLD	New York Stock Exchange
Prologis, L.P.	1.375% Notes due 2020	PLD/20A	New York Stock Exchange
Prologis, L.P.	1.375% Notes due 2021	PLD/21	New York Stock Exchange
Prologis, L.P.	3.000% Notes due 2022	PLD/22	New York Stock Exchange
Prologis, L.P.	3.375% Notes due 2024	PLD/24	New York Stock Exchange
Prologis, L.P.	3.000% Notes due 2026	PLD/26	New York Stock Exchange
Prologis, L.P.	2.250% Notes due 2029	PLD/29	New York Stock Exchange
Prologis, L.P.	Floating Rate Notes due 2020	PLD/20B	New York Stock Exchange

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.

**Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Plans.**

The administrator of the Prologis 401(k) Savings Plan (the “Prologis Plan”) has determined to implement certain restrictions on the shares of common stock of Prologis, Inc. (“Prologis”) held in the Prologis Plan. These restrictions are being imposed in connection with the impending change in service provider under the Prologis Plan. With respect to the foregoing, the administrator of the Prologis Plan sent a notice to the Prologis Plan participants informing them that all transactions in the Prologis Plan, including with respect to Prologis common stock, would be subject to a blackout period which is expected to begin on December 24, 2019 and end on January 27, 2020. During the blackout period, participants in the plans will be unable to direct or diversify investments in their accounts, and will be unable to obtain a loan, withdrawal or distribution from the applicable plan.

In connection with the foregoing, on November 22, 2019, Prologis sent a notice to its directors and executive officers in accordance with Section 3.06 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction). A copy of the notice is attached to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

As previously reported, Prologis, L.P., a Delaware limited partnership (the “Operating Partnership”), Rockies Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Operating Partnership (“Rockies Acquisition”), and Industrial Property Trust Inc., a Maryland corporation (“IPT”), entered into an Amended and Restated Agreement and Plan of Merger (the “Merger Agreement”) on August 20, 2019. In accordance with the terms of the Merger Agreement, on November 21, 2019, the Operating Partnership and Rockies Acquisition assigned their respective rights under the Merger Agreement to merge with and acquire certain wholly-owned subsidiaries of IPT to Prologis Targeted U.S. Logistics Fund, L.P. and Prologis U.S. Logistics Venture, LLC and certain of their respective affiliates.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following documents have been filed as exhibits to this report and are incorporated by reference herein as described above.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Blackout Notice provided to directors and executive officers of Prologis.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROLOGIS, INC.

Date: November 22, 2019

By: /s/ Deborah K. Briones  
Name: Deborah K. Briones  
Title: Senior Vice President, Associate General Counsel

PROLOGIS, L.P.

By: Prologis, Inc.,  
its General Partner

Date: November 22, 2019

By: /s/ Deborah K. Briones  
Name: Deborah K. Briones  
Title: Senior Vice President, Associate General Counsel

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To Executive Officers and Directors of Prologis, Inc.

Attached is a copy of a notice that has been provided to participants and beneficiaries in the Prologis 401(k) Savings Plan (the "Plan") relating to a "blackout period" that will be occurring under the Plan as a result of the change in the recordkeeper for the Plan.

As set forth in the notice, the "blackout period" will begin at 12:01 am Eastern time on December 24, 2019 and is expected to end at 12:01 am Eastern time on January 27, 2020.

During the blackout period, Plan participants and beneficiaries will not be able to direct or diversify investments in the Prologis stock fund under the Plan and will be restricted in their ability to engage in other transactions under the Plan. The attached notice provides more information regarding the reasons for the blackout period, the Plan transactions to be suspended during the blackout period, the securities subject to the blackout period, and the estimated length of the blackout period.

The Sarbanes-Oxley Act of 2002 ("SOX") and the rules adopted by the Securities and Exchange Commission ("SEC") require that, during a plan blackout period such as the one described in the previous paragraph, the directors and executive officers of Prologis are prohibited from purchasing, selling or otherwise acquiring or transferring any equity securities of Prologis that were acquired in connection with his or her service as a director or employment with Prologis and its affiliates. This prohibition includes all equity securities of Prologis, not just those that a director or executive officer holds in the Plan.

Therefore, in order to comply with the SOX and SEC requirements, during the Plan blackout period, you are prohibited from purchasing, selling or otherwise acquiring or transferring equity securities of Prologis.

If you have any questions regarding any aspect of this notice or whether the securities you own are covered and whether any exceptions to transfer might be available, you should contact Deborah Briones at 415-733-9562.

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November 2019

## Coming soon—the 401(k) Plan is moving to Fidelity!

We recently completed a review of retirement plan providers and are excited to share that we have selected Fidelity Investments® for the exceptional service they provide. The Prologis 401(k) Savings Plan (the “Plan”) will move to Fidelity effective **January 1, 2020**. We believe Fidelity will offer even more to support your savings goals, today and in retirement.

### The Prologis 401(k) Savings Plan at Fidelity will offer:



An updated lineup of investment options.



The NetBenefits® website and mobile app to easily access and manage your account.



Online planning tools, videos and workshops to help you make decisions for your future.



Help and advice from Fidelity’s experienced phone representatives.



Investor centers where you can meet with local professionals trained to provide investment help. Investor Center products and services are offered beyond your employer-sponsored retirement Plan.

The Plan’s employer match will increase to 50% of the first 12% of eligible compensation contributed. Your contributions and loan repayments will continue throughout the transition.

More information will be coming with important transition dates and details in the coming weeks. We will also let you know when the transition is complete in **January 2020**. We’re excited about the changes ahead for the Prologis 401(k) Savings Plan at Fidelity.

**See the next page for an important notice.**

Investing involves risk, including risk of loss.  
Fidelity Brokerage Services LLC, Member NYSE, SIPC, 900 Salem Street, Smithfield, RI 02917  
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## Important Plan Information

To ensure that all information is transferred accurately from your current Plan account at Wells Fargo to your new Plan account at Fidelity, there will be a period of time when you will be unable to direct or diversify investments in your individual accounts or obtain a distribution from the Plan.

**This time, during which you will be unable to exercise your rights otherwise available under the Plan, is called a “blackout period.” During this time, you can determine whether the blackout period has started or ended by contacting Wells Fargo at [www.wellsfargo.com](http://www.wellsfargo.com) or 800-728-3123.**

**The blackout period will begin at the dates and times listed below.**

- **December 16, 2019**-This is the last day to return all necessary paperwork to Wells Fargo to process a loan or distribution.
- **December 23, 2019**-This is the last day to request a loan or distribution that does not require paperwork.
- **December 24, 2019 by 1:00 p.m. ET**- This is the last day to change your contribution rate or enroll in the Plan, request an exchange between investment options, and check your account balance.

**The blackout period is expected to end no later than the week of January 19, 2020.**

Because you will be unable to direct or diversify your Plan balance during the blackout period, it is very important that you review and consider the appropriateness of your current investments. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments.

You should be aware that there is a risk to holding substantial portions of your account in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the blackout period, and you would not be able to direct the sale of such stocks from your account during the blackout period.

Whether or not you are planning retirement in the near future, we encourage you to carefully consider how this blackout period may affect your retirement planning and your overall financial plan.

If you have any questions concerning this notice, you should contact the Prologis Benefits team.