

**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): September 28, 2022

**PROLOGIS, INC.**

**PROLOGIS, L.P.**

(Exact name of registrant as specified in its 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:

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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:

	<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Prologis, Inc.	Common Stock, \$0.01 par value	PLD	New York Stock Exchange
Prologis, L.P.	3.000% Notes due 2022	PLD/22	New York Stock Exchange
Prologis, L.P.	2.250% Notes due 2029	PLD/29	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 5.07. Submission of Matters to a Vote of Security Holders.**

On September 28, 2022, at a Special Meeting of Stockholders (the “Special Meeting”) of Prologis, Inc. (“Prologis” or the “Company”), the holders of shares of common stock, par value \$0.01 per share, of the Company (“Prologis Common Stock”) voted on the (i) approval of the issuance of shares of Prologis Common Stock in connection with the merger of Duke Realty Corporation, an Indiana corporation (“Duke Realty”), with and into Compton Merger Sub LLC, a newly created wholly owned subsidiary of Prologis (“Prologis Merger Sub”) with Prologis Merger Sub continuing as the surviving entity, pursuant to which each outstanding share of common stock, par value \$0.01 per share, of Duke Realty will be converted into the right to receive 0.475 of a newly issued share of Prologis Common Stock, in each case, pursuant to, and on the terms and conditions set forth in, the Agreement and Plan of Merger, dated as of June 11, 2022, as it may be amended or supplemented from time to time, by and among the Company, Prologis, L.P., Prologis Merger Sub, Compton Merger Sub OP LLC, Duke Realty and Duke Realty Limited Partnership, (the “Common Stock Issuance Proposal”); and (ii) approval of one or more adjournments of the Special Meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the Common Stock Issuance Proposal (the “Adjournment Proposal”).

There were 740,376,650 shares of Prologis Common Stock outstanding and entitled to vote on August 8, 2022, the record date for the Special Meeting, and 644,328,895 shares of Prologis Common Stock were represented in person or by proxy at the Special Meeting, which number constituted a quorum.

At the Special Meeting, the Common Stock Issuance Proposal was approved by the holders of Prologis Common Stock. Sufficient votes were received to approve the Adjournment Proposal, but such an adjournment was not necessary in light of the approval of the Common Stock Issuance Proposal.

The final voting results from the Special Meeting were as follows:

**Proposal 1. Common Stock Issuance Proposal.**

Votes For	Votes Against	Abstentions	Broker Non-Votes
643,296,366	374,996	657,533	N/A

**Proposal 2. Adjournment Proposal.**

Votes For	Votes Against	Abstentions	Broker Non-Votes
577,560,201	65,980,904	787,790	N/A

**Item 8.01. Other Events.**

On September 28, 2022, Prologis and Duke Realty issued a joint press release announcing the results of the voting at the Special Meeting and at the special meeting of shareholders of Duke Realty, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Joint Press Release, dated September 28, 2022.</u></a>
104	Cover Page Interactive Data File (embedded within the iXBRL document)

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**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.**

By: /s/ Deborah K. Briones  
Name: Deborah K. Briones  
Title: Managing Director, Deputy General Counsel

**PROLOGIS, L.P.**

By: Prologis, Inc.,  
its General Partner

By: /s/ Deborah K. Briones  
Name: Deborah K. Briones  
Title: Managing Director, Deputy General Counsel

Dated: September 29, 2022

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**Prologis Stockholders and Duke Realty Shareholders Approve Merger**

SAN FRANCISCO and INDIANAPOLIS, Sept. 28, 2022 /PRNewswire/ -- Prologis, Inc. (NYSE: PLD) (“Prologis”) and Duke Realty Corporation (NYSE: DRE) (“Duke Realty”) today announced that Prologis stockholders and Duke Realty shareholders have voted, separately, to approve the proposed merger at their respective special meetings held virtually today, September 28, 2022.

According to the results of the Prologis Special Meeting of Stockholders, more than 99 percent of votes cast at the meeting - approximately 87 percent of the outstanding shares of Prologis common stock as of the record date - were voted in favor of the issuance of Prologis common stock in connection with the merger. The final voting results of the Prologis Special Meeting will be filed as part of a Form 8-K with the U.S. Securities and Exchange Commission.

According to the results of the Duke Realty Special Meeting of Shareholders, more than 99 percent of votes cast at the meeting - approximately 85 percent of the outstanding shares of Duke Realty common stock as of the record date - were voted in favor of approving the merger agreement and the transactions contemplated thereby, including the merger. The final voting results of the Duke Realty Special Meeting will be filed as part of a Form 8-K with the U.S. Securities and Exchange Commission.

Upon consummation of the merger, Duke Realty shareholders will receive 0.475 of a newly-issued share of Prologis common stock for each share of Duke Realty common stock they own immediately prior to the effective time of the merger. The transaction is expected to close in early October subject to the satisfaction or waiver of customary closing conditions.

**ADVISORS**

Goldman Sachs Group, Inc. and Citigroup are serving as financial advisors and Wachtell, Lipton, Rosen & Katz is serving as legal advisor to Prologis. Morgan Stanley & Co. LLC is serving as the lead financial advisor and Hogan Lovells US LLP is serving as legal advisor to Duke Realty. J.P. Morgan Securities LLC and Alston & Bird LLP are also serving as financial and legal advisors, respectively, to Duke Realty.

**ABOUT PROLOGIS**

Prologis, Inc. is the global leader in logistics real estate with a focus on high-barrier, high-growth markets. As of June 30, 2022, the company owned or had investments in, on a wholly owned basis or through co-investment ventures, properties and development projects expected to total approximately 1.0 billion square feet (95 million square meters) in 19 countries. Prologis leases modern logistics facilities to a diverse base of approximately 5,800 customers principally across two major categories: business-to-business and retail/online fulfillment.

**ABOUT DUKE REALTY**

Duke Realty Corporation owns and operates approximately 167.3 million rentable square feet of industrial assets in 19 major logistics markets.

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## FORWARD-LOOKING STATEMENTS

The statements in this communication that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates and projections about the industry and markets in which Prologis and Duke Realty operate as well as beliefs and assumptions of Prologis and Duke Realty. Such statements involve uncertainties that could significantly impact Prologis' or Duke Realty's financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," and "estimates," including variations of such words and similar expressions, are intended to identify such forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that Prologis or Duke Realty expects or anticipates will occur in the future — including statements relating to the proposed transaction between Prologis and Duke Realty, rent and occupancy growth, acquisition and development activity, contribution and disposition activity, general conditions in the geographic areas where Prologis or Duke Realty operate, Prologis' and Duke Realty's respective debt, capital structure and financial position, Prologis' and Duke Realty's respective ability to earn revenues from co-investment ventures, form new co-investment ventures and the availability of capital in existing or new co-investment ventures — are forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although Prologis and Duke Realty believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, neither Prologis nor Duke Realty can give assurance that its expectations will be attained and, therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) Prologis' and Duke Realty's ability to complete the proposed transaction on the proposed terms or on the anticipated timeline, or at all, including risks and uncertainties related to the satisfaction of closing conditions to consummate the proposed transaction; (ii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement relating to the proposed transaction; (iii) risks related to diverting the attention of Prologis and Duke Realty management from ongoing business operations; (iv) failure to realize the expected benefits of the proposed transaction; (v) significant transaction costs and/or unknown or inestimable liabilities; (vi) the risk of shareholder litigation in connection with the proposed transaction, including resulting expense or delay; (vii) the risk that Duke Realty's business will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; (viii) risks related to future opportunities and plans for the combined company, including the uncertainty of expected future financial performance and results of the combined company following completion of the proposed transaction; (ix) the effect of the announcement of the proposed transaction on the ability of Prologis and Duke Realty to operate their respective businesses and retain and hire key personnel and to maintain favorable business relationships; (x) risks related to the market value of the Prologis common stock to be issued in the proposed transaction; (xi) other risks related to the completion of the proposed transaction and actions related thereto; (xii) national, international, regional and local economic and political climates and conditions; (xiii) changes in global financial markets, interest rates and foreign currency exchange rates; (xiv) increased or unanticipated competition for Prologis' or Duke Realty's properties; (xv) risks associated with acquisitions, dispositions and development of properties, including increased development costs due to additional regulatory requirements related to climate change; (xvi) maintenance of Real Estate Investment Trust status, tax structuring and changes in income tax laws and rates; (xvii) availability of financing and capital, the levels of debt that Prologis and Duke Realty maintain and their credit ratings; (xviii) risks related to Prologis' and Duke Realty's investments in co-investment ventures, including Prologis' and Duke Realty's ability to establish new co-investment ventures; (xix) risks of doing business internationally, including currency risks; (xx) environmental uncertainties, including risks of natural disasters; (xxi) risks related to the coronavirus pandemic; and (xxii) those additional factors discussed under Part I, Item 1A. Risk Factors in Prologis' and Duke Realty's respective Annual Reports on Form 10-K for the year ended December 31, 2021. Neither Prologis nor Duke Realty undertakes any duty to update any forward-looking statements appearing in this communication except as may be required by law.

CONTACT: Investors: Jill Sawyer, +1 (415) 733-9526, [jsawyer@prologis.com](mailto:jsawyer@prologis.com), San Francisco, or Media: Jennifer Nelson, +1 (415) 733-9409, [jnelson2@prologis.com](mailto:jnelson2@prologis.com), San Francisco

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