

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
**THE SECURITIES ACT OF 1933**

**Prologis, Inc.**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
 (State or other jurisdiction  
 of incorporation or organization)

**94-3281941**  
 (I.R.S. Employer Identification No.)

**Pier 1, Bay 1**  
**San Francisco, California**  
 (Address of principal executive offices)

**94111**  
 (Zip Code)

**PROLOGIS 401(K) Savings Plan**

(Full title of the plan)

**Edward S. Nekritz, Secretary**  
**Prologis, Inc.**  
**1800 Wazee Street, Suite 500**  
**Denver, Colorado 80202**  
**303-567-5000**

(Name, address, telephone number, including area code, of agent for service)

Copies to:  
**Jennifer Carlson**  
**David Malinger**  
**Mayer Brown LLP**  
**71 South Wacker Drive**  
**Chicago, Illinois 60606**  
**312-782-0600**

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

Large accelerated filer   
 Non-accelerated filer

Accelerated filer   
 Smaller reporting company   
 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 7(a)(2)(B) of the Securities Act.

**Explanatory Note**

This Registration Statement on Form S-8 is being filed for the purpose of registering the offer and sale of an additional 300,000 shares of common stock, par value \$0.01 per share, of Prologis, Inc. ("Prologis") under the Prologis 401(k) Savings Plan (the "Plan"). Prologis originally registered the offer and sale of shares of common stock under the Plan and an indeterminate amount of interests in the Plan on a Registration Statement on Form S-8 (File No. 333-178955) filed on January 10, 2012 (the "Original Registration Statement"). Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated herein by reference to the extent such contents are not modified or superseded by this filing.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of documents by reference.**

The following documents filed by Prologis with the Commission are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) [Combined Annual Report of Prologis, Inc. and Prologis, L.P. on Form 10-K for the fiscal year ended December 31, 2023, filed on February 13, 2024;](#)
- (b) [Annual Report of the Plan on Form 11-K for the fiscal year ended December 31, 2023, filed on June 7, 2024;](#)
- (c) [Combined Quarterly Report of Prologis, Inc. and Prologis, L.P. on Form 10-Q for the quarter ended March 31, 2024, filed on April 25, 2024;](#)
- (d) Combined Current Reports of Prologis, Inc. and Prologis, L.P. on Form 8-K, filed on [January 5, 2024](#), [January 17, 2024](#) (Items 5.02 and 9.01), [January 25, 2024](#), [March 1, 2024](#), [May 7, 2024](#), [May 14, 2024](#) and [May 22, 2024](#);
- (e) The description of the common stock of Prologis, Inc. contained in the Registration Statement of Prologis, Inc. on [Form 8-A filed on October 28, 1997](#) as updated by [Exhibit 4.1](#) to the combined Annual Report of Prologis, Inc. and Prologis, L.P. on Form 10-K for the fiscal year ended December 31, 2023.

All documents subsequently filed by the Prologis pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part of this registration statement from the date of filing of such documents. Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated by reference into this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement, or in any subsequently filed document which is incorporated or deemed to be incorporated by reference into this registration statement, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

Section 2-418 of the Maryland General Corporation Law permits a corporation to indemnify its directors and officers and certain other parties against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty; (ii) the director or officer actually received an improper personal benefit in money, property or services; or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. Indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director or officer in connection with the proceeding; provided, however, that if the proceeding is one by or in the right of the corporation, indemnification may not be made with respect to any proceeding in which the director or officer has been adjudged to be liable to the corporation. In addition, a director or officer may not be indemnified with respect to any proceeding charging improper personal benefit to the director or officer, whether or not involving action in the director's or officer's official capacity, in which the director or officer was adjudged to be liable on the basis that personal benefit was improperly received. The termination of any proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of any order of probation prior to judgment, creates a rebuttable presumption that the director or officer did not meet the requisite standard of conduct required for indemnification to be permitted.

In addition, Section 2-418 of the Maryland General Corporation Law requires that, unless prohibited by its charter, a corporation indemnify any director or officer who is made a party to any proceeding by reason of service in that capacity against reasonable expenses incurred by the director or officer in connection with the proceeding, or any claim, issue or matter in the proceeding, in the event that the director or officer is successful, on the merits or otherwise, in the defense of the proceeding, or in the defense of any such claim, issue or matter in the proceeding.

Prologis, Inc.'s Charter and Bylaws provide in effect for the indemnification by the company of its directors and officers to the fullest extent permitted by applicable law. Prologis, Inc. has purchased directors' and officers' liability insurance for the benefit of its directors and officers.

Prologis, Inc. has entered into indemnification agreements with each of its executive officers and directors. The indemnification agreements require, among other matters, that Prologis, Inc. indemnify its executive officers and directors to the fullest extent permitted by law and reimburse the executive officers and directors for all related expenses as incurred, subject to return if it is subsequently determined that indemnification is not permitted.

The Partnership Agreement of Prologis, L.P. requires Prologis, L.P. to indemnify Prologis, Inc., the directors and officers of Prologis, Inc., and such other persons as Prologis, Inc. may from time to time designate against any loss or damage, including reasonable legal fees and court costs incurred by the person by reason of anything it may do or refrain from doing for or on behalf of Prologis, L.P. or in connection with its business or affairs unless it is established that: (i) the act or omission of the indemnified person was material to the matter giving rise to the proceeding and either was committed in bad faith or was the result of active and deliberate dishonesty; (ii) the indemnified person actually received an improper personal benefit in money, property or services; or (iii) in the case of any criminal proceeding, the indemnified person had reasonable cause to believe that the act or omission was unlawful.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">4.1</a>	<a href="#">Form of Certificate for Common Stock for Prologis, Inc. (incorporated by reference to Exhibit 4.1 to Prologis, Inc.'s Registration Statement on Form S-4/A (No. 333-172741) filed on April 12, 2011).</a>
<a href="#">15.1</a>	<a href="#">KPMG LLP Awareness Letter of Prologis, Inc. for the quarter ended March 31, 2024.</a>
<a href="#">15.2</a>	<a href="#">KPMG LLP Awareness Letter of Prologis, L.P. for the quarter ended March 31, 2024.</a>
<a href="#">23.1</a>	<a href="#">Consent of KPMG LLP with respect to Prologis, Inc. for the year ended December 31, 2023.</a>
<a href="#">23.2</a>	<a href="#">Consent of KPMG LLP with respect to Prologis, L.P. for the year ended December 31, 2023.</a>
<a href="#">23.3</a>	<a href="#">Consent of BDO USA, P.C. with respect to Prologis 401(k) Savings Plan for the year ended December 31, 2023.</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on signature page to this registration statement).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>

**Item 9. Undertakings.**

The undersigned registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.
- (d) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to trustees, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a trustee, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such trustee, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Prologis, Inc. 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on June 18, 2024.

Prologis, Inc.

By: /s/ Hamid R. Moghadam

Hamid R. Moghadam  
 Chairman of the Board and  
 Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of Prologis, Inc., a Maryland corporation, and the undersigned directors and officers of Prologis, Inc., hereby constitutes and appoints Hamid R. Moghadam, Timothy D. Arndt and Edward S. Nekritz, its, his or her true and lawful attorneys-in-fact and agents, for it, him or her and in its, his or her name, place and stead, in any and all capacities, with full power to act alone, to sign any and all amendments (including post-effective amendments or any abbreviated registration statement) to this Registration Statement, and to file the same with all exhibits thereto, and any and all documents in connection therewith and all instruments necessary, appropriate or advisable to enable Prologis, Inc. to comply with the Securities Act of 1933, as amended, and other federal and state securities laws, in connection with the Prologis 401(K) Savings Plan and to file any such documents or instruments with the SEC, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature

Title

Date

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<hr/> <i>/s/ Hamid R. Moghadam</i> <hr/> Hamid R. Moghadam	Chairman of the Board and Chief Executive Officer  (Principal Executive Officer)	June 18, 2024
<hr/> <i>/s/ Timothy D. Arndt</i> <hr/> Timothy D. Arndt	Chief Financial Officer (Principal Financial Officer)	June 18, 2024
<hr/> <i>/s/ Lori A. Palazzolo</i> <hr/> Lori A. Palazzolo	Managing Director and Chief Accounting Officer (Principal Accounting Officer)	June 18, 2024
<hr/> <i>/s/ Cristina G. Bitá</i> <hr/> Cristina G. Bitá	Director	June 18, 2024
<hr/> <i>/s/ James B. Connor</i> <hr/> James B. Connor	Director	June 18, 2024
<hr/> <i>/s/ George L. Fotiades</i> <hr/> George L. Fotiades	Director	June 18, 2024
<hr/> <i>/s/ Lydia H. Kennard</i> <hr/> Lydia H. Kennard	Director	June 18, 2024
<hr/> <i>/s/ Irving F. Lyons III</i> <hr/> Irving F. Lyons III	Director	June 18, 2024
<hr/> <i>/s/ Guy A. Metcalfe</i> <hr/> Guy A. Metcalfe	Director	June 18, 2024
<hr/> <i>/s/ Avid Modjtabai</i> <hr/> Avid Modjtabai	Director	June 18, 2024
<hr/> <i>/s/ David P. O'Connor</i> <hr/> David P. O'Connor	Director	June 18, 2024
<hr/> <i>/s/ Olivier Piani</i> <hr/> Olivier Piani	Director	June 18, 2024
<hr/> <i>/s/ Carl B. Webb</i> <hr/> Carl B. Webb	Director	June 18, 2024

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KPMG LLP  
Suite 800  
1225 17th Street  
Denver, CO 80202-5598

June 18, 2024

Prologis, Inc.  
Denver, Colorado

Re: S-8 Registration Statement

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated April 25, 2024 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

*KPMG LLP*

Denver, Colorado

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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KPMG LLP  
Suite 800  
1225 17th Street  
Denver, CO 80202-5598

June 18, 2024

Prologis, L.P.  
Denver, Colorado

Re: S-8 Registration Statement

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*KPMG LLP*

Denver, Colorado

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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KPMG LLP  
Suite 800  
1225 17th Street  
Denver, CO 80202-5598

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 13, 2024, with respect to the consolidated financial statements of Prologis, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

KPMG LLP

Denver, Colorado  
June 18, 2024

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KPMG LLP  
Suite 800  
1225 17th Street  
Denver, CO 80202-5598

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated February 13, 2024, with respect to the consolidated financial statements of Prologis, L.P., incorporated herein by reference.

*KPMG LLP*

Denver, Colorado  
June 18, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Prologis, Inc. of our report dated June 7, 2024, relating to the financial statements and supplemental schedule of the Prologis 401(k) Savings Plan which appears in the Plan's Annual Report on Form 11-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.

Denver, CO  
June 18, 2024

BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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## CALCULATION OF FILING FEE TABLE

**Form S-8**  
(Form Type)

**Prologis, Inc.**  
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share	Rules 457(c) and (h)	300,000 <sup>(3)</sup>	\$111.23	\$33,369,000	0.00014760	\$4,925.26
<b>TOTAL OFFERING AMOUNTS</b>					\$33,369,000		\$4,925.26
<b>TOTAL FEE OFFSETS</b>							$\frac{3}{4}$
<b>NET FEE DUE</b>							\$4,925.26

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover any additional shares of common stock which may be issuable under the Prologis 401(k) Savings Plan (the “Plan”) to reflect stock splits, stock dividends, mergers and other capital changes.
- (2) Estimated pursuant to Rules 457(c) and (h) under the Securities Act solely for purposes of calculating the amount of the registration fee based upon the average of the high and low prices reported for the shares on the New York Stock Exchange on June 11, 2024.
- (3) Represents shares of common stock authorized for issuance under the Plan.