

---

---

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

---

**Form 8-A**

---

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

---

**Prologis, Inc.  
Prologis, L.P.**

(Exact name of registrant as specified in its charter)

---

**Maryland (Prologis, Inc.)  
Delaware (Prologis, L.P.)**  
(State of incorporation or organization)

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

**Pier 1, Bay 1  
San Francisco, California 94111**  
(Address of principal executive offices and zip code)

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

**Title of each class  
to be so registered**  
**3.000% Notes due 2022**

**Name of each exchange on which  
each class is to be registered**  
**The New York Stock Exchange**

---

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**  
**333-177112**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**None**

---

---

---

**Item 1. Description of Registrant's Securities to be Registered**

A complete description of the 3.000% Notes due 2022 issued by Prologis, L.P., including the corresponding guarantee by Prologis, Inc., which are to be registered hereunder, is contained under the caption "Description of Debt Securities" in the Prospectus dated December 20, 2012 (the "Base Prospectus") and under the caption "Description of Notes" in the Prospectus Supplement dated November 25, 2013 to the Base Prospectus, forming a part of the Form S-3 Registration Statement (File No. 333-177112) (the "Registration Statement") of Prologis, L.P. and Prologis, Inc., filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

**Item 2. Exhibits**

The following exhibits are filed herewith and with the New York Stock Exchange, Inc.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Indenture, dated as of June 8, 2011, by and among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Prologis, Inc.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011 and also incorporated by reference to Exhibit 4.2 to Prologis, L.P.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011).
4.2	First Supplemental Indenture, dated as of June 8, 2011, by and among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Prologis, Inc.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011 and also incorporated by reference to Exhibit 4.2 to Prologis, L.P.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011).
4.3	Second Supplemental Indenture, dated as of June 8, 2011, by and among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Prologis, Inc.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011 and also incorporated by reference to Exhibit 4.2 to Prologis, L.P.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011).
4.4	Third Supplemental Indenture, dated as of June 8, 2011, by and among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Prologis, Inc.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011 and also incorporated by reference to Exhibit 4.2 to Prologis, L.P.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011).
4.5	Fourth Supplemental Indenture, dated as of June 8, 2011, by and among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Prologis, Inc.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011 and also incorporated by reference to Exhibit 4.2 to Prologis, L.P.'s Registration Statement on Form S-3 (No. 333-177112) filed September 30, 2011).
4.6	Fifth Supplemental Indenture, dated as of August 15, 2013, among Prologis, L.P., Prologis, Inc. and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Prologis, Inc.'s Current Report on Form 8-K filed August 15, 2013 and also incorporated by reference to Exhibit 4.1 to Prologis, L.P.'s Current Report on Form 8-K filed August 15, 2013).
4.7	Form of Sixth Supplemental Indenture, among Prologis, Inc., Prologis, L.P., Elavon Financial Services Limited, UK Branch, Elavon Financial Services Limited and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Prologis, Inc.'s Current Report on Form 8-K filed December 2, 2013 and also incorporated by reference to Exhibit 4.1 to Prologis, L.P.'s Current Report on Form 8-K filed December 2, 2013).
4.8	Form of 3.000% Notes due 2022 (incorporated by reference to Exhibit 4.2 of Prologis, Inc.'s Current Report on Form 8-K filed December 2, 2013 and also incorporated by reference to Exhibit 4.2 of Prologis, L.P.'s Current Report on Form 8-K filed December 2, 2013).

---

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 3, 2013

**Prologis, Inc.**

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director, Deputy General Counsel and  
Assistant Secretary

Date: December 3, 2013

**Prologis, L.P.**

**By: Prologis, Inc., its general partner**

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director, Deputy General Counsel and  
Assistant Secretary