
**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): April 3, 2014

PROLOGIS, INC.
(Exact name of registrant as specified in charter)

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

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

94-3281941 (Prologis, Inc.)
(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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board of Directors (the "Board") of Prologis, Inc. (the "Company"), a Maryland corporation, has resolved to opt out of Section 3-803 of the Maryland General Corporation Law (the "MGCL") that permits directors of the Company to be divided into classes pursuant to Title 3, Subtitle 8 ("Subtitle 8") of the MGCL. Such resolution is irrevocable without approval by the stockholders of the Company by the affirmative vote of a majority of all votes entitled to be cast with respect to the issued and outstanding shares of common stock (the "Common Stock") of the Company.

On April 3, 2014, the Company filed the Articles Supplementary, attached hereto as Exhibit 3.1, to the charter of the Company with the State Department of Assessments and Taxation of Maryland.

The foregoing summary of the Articles Supplementary is qualified in its entirety by reference to the text of the Articles Supplementary, which is attached as Exhibit 3.1 to this Form 8-K and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on April 3, 2014

SIGNATURES

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.

Prologis, Inc.
(Registrant)

Date: April 3, 2014

By: /s/ Deborah K. Briones

Name: Deborah K. Briones

Title: Senior Vice President and Associate General Counsel

PROLOGIS, INC.

ARTICLES SUPPLEMENTARY

Prologis, Inc., a Maryland corporation (the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT"), that:

FIRST: Under a power contained in Section 3-802(c) of Title 3, Subtitle 8 of the Maryland General Corporation Law (the "MGCL"), the Board of Directors (the "Board") of the Company duly adopted by unanimous written consent a resolution that prohibits the Company from electing to be subject to Section 3-803 of the MGCL;

SECOND: Pursuant to Article X, Section D of the Articles of Incorporation of the Company, the Board designated the above resolution to be "irrevocable", which may not be revoked, altered or amended subsequently by the Board without approval of the holders of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company by the affirmative vote of a majority of all votes entitled to be cast in respect of the issued and outstanding shares of Common Stock;

THIRD: The election to prohibit the Company from becoming subject to Section 3-803 of the MGCL without the requisite stockholder approval referenced above has been approved by the Board in the manner and by the vote required by law.

FOURTH: The undersigned officer acknowledges these Articles Supplementary to be the corporate act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Senior Vice President and attested to by its Assistant Secretary on this 3rd day of April, 2014.

Prologis, Inc.

By: /s/ Deborah K. Briones

Name: Deborah K. Briones

Title: Senior Vice President

ATTEST:

/s/ Jessica L. Polgar

Name: Jessica L. Polgar

Title: Assistant Secretary