
**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): May 1, 2014

PROLOGIS, INC.

(Exact name of registrant as specified in charter)

Maryland
(State or other jurisdiction
of Incorporation)

1-13545
(Commission
File Number)

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

Pier 1, Bay 1, San Francisco, California 94111
(Address of Principal Executive Offices, including Zip Code)

(415) 394-9000
(Registrant's Telephone Number, including Area Code)

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.

On May 2, 2014, we filed the Articles Supplementary (the “Articles Supplementary”) to our charter with the State Department of Assessments and Taxation of Maryland reclassifying and redesignating all 300,000 shares of 6 1/2% Series L Cumulative Redeemable Preferred Stock (the “Series L Preferred Stock”) to become shares of our Preferred Stock (the “Preferred Stock”). Such shares of Series L Preferred Stock were previously classified pursuant to the Articles Supplementary (the “Series L Articles Supplementary”) classifying, establishing and designating 2,300,000 shares of Preferred Stock as shares of the Series L Preferred Stock. On April 19, 2013, we redeemed all 2,000,000 shares of issued and outstanding Series L Preferred Stock, and, in accordance with the Series L Articles Supplementary, after such redemption, all 2,000,000 shares of previously issued and outstanding Series L Preferred Stock had the status of authorized but unissued Preferred Stock, without further designation as to series or class. As of May 2, 2014, no shares of Series L Preferred Stock were issued or outstanding. The Articles Supplementary reclassified and redesignated the remaining 300,000 shares of Series L Preferred Stock effective on May 2, 2014.

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 5.07 Submission of Matters to a Vote of Security Holders.

At our Annual Meeting of Stockholders held on May 1, 2014, our stockholders approved by requisite vote the proposals listed below. The final results for the votes regarding each proposal are set forth below. The proposals are described in further detail in our Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on March 14, 2014.

1. Elect ten directors to our board of directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified.

| <u>Name</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|---------------------|------------------|----------------------|--------------------|-------------------------|
| Hamid R. Moghadam | 420,758,360 | 3,323,832 | 18,668,701 | 14,409,819 |
| George L. Fotiades | 404,974,522 | 37,303,004 | 473,367 | 14,409,819 |
| Christine N. Garvey | 441,202,518 | 1,077,032 | 471,343 | 14,409,819 |
| Lydia H. Kennard | 420,065,466 | 22,214,182 | 471,245 | 14,409,819 |
| J. Michael Losh | 356,936,628 | 85,337,507 | 476,758 | 14,409,819 |
| Irving F. Lyons III | 441,215,154 | 1,062,530 | 473,209 | 14,409,819 |
| Jeffrey L. Skelton | 438,891,130 | 3,386,200 | 473,563 | 14,409,819 |
| D. Michael Steuert | 441,170,423 | 1,102,708 | 477,762 | 14,409,819 |
| Carl B. Webb | 405,077,280 | 37,200,834 | 472,779 | 14,409,819 |
| William D. Zollars | 404,506,342 | 37,770,573 | 473,978 | 14,409,819 |

2. Advisory vote to approve our executive compensation for 2013.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 400,619,714 | 38,210,088 | 3,921,091 | 14,409,819 |

3. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year 2014.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 456,565,359 | 125,157 | 470,196 | 0 |

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 May 2, 2014 Redesignating and Reclassifying All 300,000 Shares of 6 1/2 % Series L Cumulative Redeemable Preferred Stock as Preferred Stock |

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.

Date: May 5, 2014

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director, Deputy General Counsel and Assistant Secretary

PROLOGIS, INC.

ARTICLES SUPPLEMENTARY

**REDESIGNATING AND RECLASSIFYING ALL 300,000 SHARES OF 6 1/2%
SERIES L CUMULATIVE REDEEMABLE PREFERRED STOCK
AS PREFERRED STOCK**

PROLOGIS, INC., a corporation organized and existing under the laws of the State of Maryland (the "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Corporation (the "Board") by Article IV of the charter of the Corporation and pursuant to Section 2-105 of the Maryland General Corporation Law, the Board, or a duly authorized committee thereof, adopted resolutions and caused to be filed with the SDAT Articles Supplementary (the "Series L Articles Supplementary") classifying, establishing and designating 2,300,000 shares of Preferred Stock, par value \$0.01 per share, of the Corporation (the "Preferred Stock") as shares of 6 1/2% Series L Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Series L Preferred Stock").

SECOND: On April 19, 2013, the Corporation redeemed all 2,000,000 shares of issued and outstanding Series L Preferred Stock, and, in accordance with section 5(f) of the Series L Articles Supplementary, after such redemption, all 2,000,000 shares of previously issued and outstanding Series L Preferred Stock had the status of authorized but unissued Preferred Stock, without further designation as to series or class until such shares are once more designated as part of a particular series or class by the Board.

THIRD: No shares of Series L Preferred Stock are issued or outstanding.

FOURTH: Pursuant to the authority expressly vested in the Board as aforesaid, the Board adopted resolutions on or as of May 1, 2014 (the "Resolutions") reclassifying and redesignating the 300,000 shares of Series L Preferred Stock (the "Shares") previously classified pursuant to the Series L Articles Supplementary, to be and become shares of Preferred Stock as otherwise authorized for issuance under the charter of the Corporation (the "Charter"), without further designation nor any preferences or relative, participating, optional, conversion or other rights appertaining thereto, or voting powers, restrictions, limitations as to dividends, qualifications, terms or conditions of redemption, other than those, if any, applicable to shares of Preferred Stock generally, such that the same, as shares of Preferred Stock otherwise authorized for issuance under the Charter, shall be available for future reclassification and available for issuance upon proper authorization by the Board from time to time.

FIFTH: The Shares have been redesignated and reclassified by the Board, as contemplated by the Resolutions, under the authority contained in the Charter.

SIXTH: These Articles Supplementary have been approved by the Board in the manner and by the vote required by law.

SEVENTH: These Articles Supplementary shall be effective at the time the SDAT accepts them for record.

EIGHTH: The undersigned officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation 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 for perjury.

IN WITNESS WHEREOF, the Corporation 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 2nd day of May, 2014.

Prologis, Inc.

By: /s/ Deborah K. Briones (SEAL)
Name: Deborah K. Briones
Title: Senior Vice President

ATTEST:

/s/ Jessica Polgar

Name: Jessica Polgar

Title: Assistant Secretary