
**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): January 20, 2015

**PROLOGIS, INC.
PROLOGIS, L.P.**
(Exact name of registrant as specified in 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 (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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 20, 2015, our board of directors appointed David P. O'Connor as an independent director to our board. Our board has determined that Mr. O'Connor is independent in accordance with applicable New York Stock Exchange and Securities and Exchange Commission rules and regulations.

As an independent director, Mr. O'Connor is eligible to participate in the Prologis, Inc. 2012 Long-term Incentive Plan (the "LTIP"). Mr. O'Connor, as a non-employee director, will receive an annual deferred stock unit grant valued at \$145,000 (the terms of which will be governed by the Director Deferred Stock Unit Award Terms under the LTIP), an annual cash retainer of \$95,000 and additional cash retainers for service on any board committees and for board meetings in excess of a combined twenty board and board committee meetings per year.

A copy of the press release announcing Mr. O'Connor's appointment to our board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Prologis, Inc. Press Release dated January 20, 2015. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: January 20, 2015

Prologis, Inc.
(Registrant)

By: /s/ Michael T. Blair
Name: Michael T. Blair
Title: Managing Director, Deputy General Counsel

Date: January 20, 2015

Prologis, L.P.
(Registrant)

By: Prologis, Inc,
Its general partner

By: /s/ Michael T. Blair
Name: Michael T. Blair
Title: Managing Director, Deputy General Counsel

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Prologis, Inc. Press Release, dated January 20, 2015. |

**FOR IMMEDIATE RELEASE****Prologis Appoints David O'Connor as New Independent Director**

Executive Brings 25 Years of Real Estate and Financial Expertise to Prologis Board of Directors

SAN FRANCISCO (Jan. 20, 2015) – Prologis, Inc. (NYSE: PLD), the global leader in industrial real estate, today announced that David P. O'Connor has been appointed to the company's board of directors, effective January 20, 2015. O'Connor's appointment will expand Prologis' board of directors to eleven members, ten of whom are independent.

O'Connor is a private investor and a managing partner of High Rise Capital Partners, LLC. He was the co-founder and senior managing partner of High Rise Capital Management LP, a New York-based real estate securities hedge fund manager. Previously, O'Connor was principal, co-portfolio manager and investment committee member of European Investors, Inc., a real estate investment advisory firm.

"I am delighted that David is joining our board," said Prologis chairman and CEO Hamid R. Moghadam. "He brings 25 years of extensive knowledge in real estate investments and capital markets. I look forward to the insights and experience he will bring to the Prologis board."

O'Connor is on the Boston College Board of Trustees and serves on the investment committees of endowments for Boston College and Columbia University (Teachers College). He also serves on the executive committee of the Zell/Lurie Real Estate Center at the Wharton School of the University of Pennsylvania. He has been an adjunct instructor of real estate at New York University.

He also serves on the boards of Paramount Group, Inc., a publicly traded real estate investment trust and office property management company; Songbird Estates PLC, the publicly traded majority owner of London's Canary Wharf; and Regency Centers Corporation, a publicly traded real estate investment trust that specializes in neighborhood shopping centers.

ABOUT PROLOGIS

Prologis, Inc., is the global leader in industrial real estate. As of September 30, 2014, Prologis owned or had investments in, on a wholly owned basis or through co-investment ventures, properties and development projects expected to total approximately 585 million square feet (54 million square meters) in 21 countries. The company leases modern distribution facilities to more than 4,700 customers, including manufacturers, retailers, transportation companies and third-party logistics providers.

FORWARD-LOOKING STATEMENTS

The statements in this document 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 operates, management's beliefs and assumptions made by management. Such statements involve uncertainties that could significantly impact Prologis' financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," 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 we expect or anticipate will occur in the future — including statements relating to rent and occupancy growth, development activity and changes in sales or contribution volume of properties, disposition activity, general conditions in the geographic areas where we operate, our debt and financial position, our ability to 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 we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our 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) national, international, regional and local economic climates, (ii) changes in financial markets, interest rates and foreign currency exchange rates, (iii) increased or unanticipated competition for our properties, (iv) risks associated with acquisitions, dispositions and development of properties, (v) maintenance of real estate investment trust (“REIT”) status and tax structuring, (vi) availability of financing and capital, the levels of debt that we maintain and our credit ratings, (vii) risks related to our investments in our co-investment ventures and funds, including our ability to establish new co-investment ventures and funds, (viii) risks of doing business internationally, including currency risks, (ix) environmental uncertainties, including risks of natural disasters, and (x) those additional factors discussed in reports filed with the Securities and Exchange Commission by Prologis under the heading “Risk Factors.” Prologis undertakes no duty to update any forward-looking statements appearing in this document.

MEDIA CONTACTS

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