
**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): February 10, 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 3.02. Unregistered Sales of Equity Securities.

On February 10, 2015, Prologis entered into a contribution agreement to acquire a portfolio of properties for an aggregate gross purchase price of approximately \$820 million, including the assumption of debt. Pursuant to the contribution agreement (the "Contribution Agreement"), among Prologis, Inc. (the "Company"), Prologis, L.P. (the "Operating Partnership"), and Morris Realty Associates LLC and the other contributors a party thereto (the "Contributors"), the Company and certain of its subsidiaries agreed to acquire (the "Transaction") from the Contributors all of the membership interests or partnership interests in certain limited liability companies and partnerships that own industrial and retail properties (the "Properties") in exchange for a combination of (i) common limited partnership units in the Operating Partnership ("OP Units") and (ii) a new class of common limited partnership units in the Operating Partnership to be designated as Class A Convertible Common Units ("Class A Units"). The Contribution Agreement contains certain customary representations, warranties, covenants, indemnities and termination rights for a transaction of this nature. The Transaction is subject to the Company's satisfactory completion of due diligence within 45 days as well as customary closing conditions, including lender consents, and is expected to be completed April 30, 2015 (the "Closing").

On the Closing of the Transaction, the Operating Partnership expects to issue a combination of OP Units and Class A Units, equal to approximately \$400 million (which is subject to adjustment) divided by the "Unit Price", as consideration for the Transaction. The "Unit Price" for each OP Unit and Class A Unit is expected to be \$43.11; provided, that in the event that the closing date for any Property or Properties is postponed by more than sixty days after the originally-scheduled closing under the Contribution Agreement, the price for each OP Unit and Class A Unit will be equal to the average closing price of a share of the Company's common stock, \$0.01 par value per share (the "Common Stock"), on the New York Stock Exchange over a twenty trading day period ending on the trading day before such postponed closing, but not less than consensus NAV per share nor more than 107% of consensus NAV per share as of such date.

The issuance of OP Units and Class A Units is expected to be undertaken in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended, afforded by Section 4(a)(2) thereof. The issuance of OP Units and Class A Units is expected not to involve a public offering and to be made without general solicitation or advertising. Each holder of OP Units and Class A Units is expected to represent that, among other things, it is an accredited investor, as such term is defined in Regulation D.

The Operating Partnership expects to enter into a Second Amendment (the "LPA Amendment") to the Thirteenth Amended and Restated Agreement of Limited Partnership of the Operating Partnership for the purpose of establishing the terms of Class A Units to be issued in the Transaction. Class A Units are expected to be convertible at any time into OP Units using a conversion factor to be further described in the LPA Amendment. In addition, OP Units are exchangeable on a one-for-one basis for Common Stock one year after their issuance.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following documents have been filed as exhibits to this report and are incorporated by reference herein as described above.

Exhibit
No.

99.1 Press Release dated February 11, 2015

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.

Date: February 10, 2015

PROLOGIS, INC.

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director and Assistant Secretary

PROLOGIS, L.P.

By: Prologis, Inc.,

its General Partner

Date: February 10, 2015

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director and Assistant Secretary

**Exhibit
No.**

Description

99.1

Press Release dated February 11, 2015

**FOR IMMEDIATE RELEASE****Prologis Signs Agreement to Acquire 3.2 Million Square Feet of Class-A Logistics Facilities**

SAN FRANCISCO (Feb. 11, 2015) – Prologis, Inc. (NYSE: PLD), the global leader in industrial real estate, today announced the signing of a definitive agreement to acquire a portfolio of Class-A logistics and retail assets from Morris Realty Associates LLC (“Morris”) for an aggregate price of approximately \$820 million.

Upon closing, Prologis will acquire a 100-percent occupied portfolio of 8 Class-A operating and development properties totaling 3.2 million square feet. Also included in the portfolio are 13 retail properties totaling 2.2 million square feet, which will be marketed for sale.

“Portfolios of this size, location and quality are extremely rare,” said Nick Kittredge, president, Prologis East Region. “This off-market transaction follows a long-standing relationship with Morris. It will add state-of-the-art product to our portfolio in northern New Jersey and underscores the strength and appeal of our currency through our OP unit structure.”

Morris will contribute the industrial and retail portfolios in exchange for common operating partnership units and a new class of common limited partnership units. The transaction is subject to Prologis’ satisfactory completion of due diligence, customary closing conditions and is expected to close in late April, 2015.

Refer to our report on Form 8-K filed with the SEC for additional information regarding this agreement.

ABOUT PROLOGIS

Prologis, Inc., is the global leader in industrial real estate. As of December 31, 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 590 million square feet (55 million square meters) in 21 countries. The company leases modern distribution facilities to more than 4,700 customers, including third-party logistics providers, transportation companies, retailers and manufacturers.

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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