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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 7, 2018**

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**PROLOGIS, INC.  
PROLOGIS, L.P.**

(Exact name of registrant as specified in charter)

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**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.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On September 7, 2018, all of the subsidiary guarantors under the Indenture, dated October 9, 2013, as supplemented (the “DCT Indenture”), among Prologis, L.P. (as successor by merger to DCT Industrial Operating Partnership LP), Prologis, Inc. (as successor by merger to DCT Industrial Trust Inc.) and U.S. Bank National Association were unconditionally released from their obligations under the DCT Indenture, including with respect to the 4.500% Senior Notes due 2023 (which constitute the only series of securities outstanding under the DCT Indenture).

Attached hereto as exhibit 5.1 is the opinion of Mayer Brown LLP with respect to the registration of the resale certain shares of common stock of Prologis Inc. issuable upon the redemption of common operating partnership units of Prologis, L.P. that were issued in connection with the merger of DCT Industrial Operating Partnership with and into Prologis, L.P.

**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.

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Mayer Brown LLP.</u></a>
23.1	<a href="#"><u>Consent of Mayer Brown LLP (included in Exhibit 5.1).</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROLOGIS, INC.

Date: September 7, 2018

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director, Deputy General Counsel

PROLOGIS, L.P.

By: Prologis, Inc.,

its General Partner

Date: September 7, 2018

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director, Deputy General Counsel

MAYER • BROWN

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September 7, 2018

Board of Directors  
Prologis, Inc.  
Pier 1, Bay 1  
San Francisco, California 94111

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Prologis, Inc., a Maryland corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 3,550,902 shares of its common stock, par value \$0.01 per share (the "Common Stock"), to be issued to and/or sold from time to time by the persons named under the caption "Selling Stockholders" as described in the prospectus, as supplemented by a prospectus supplement dated September 7, 2018, relating to the Common Stock contained in the Company's Registration Statement (as so supplemented, the "Prospectus"). We have also participated in the preparation and filing with the Securities and Exchange Commission (the "SEC") under the Act, of a registration statement on Form S-3 (File No. 333-216491) (the "Registration Statement") relating to the Common Stock.

In rendering our opinions set forth below, we have examined originals or copies certified to our satisfaction of the Registration Statement, the Prospectus, the Company's Articles of Incorporation, as amended and supplemented, the Company's Eighth Amended and Restated Bylaws, resolutions of the Company's Board of Directors and such other Company records, instruments, certificates and documents and such questions of law as we considered necessary or appropriate to enable us to express this opinion. As to certain facts material to our opinion, we have relied, to the extent we deem such reliance proper, upon certificates of public officials and officers of the Company. In rendering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of photostatic copies.

Based upon and subject to the foregoing and to the assumptions, limitations and conditions set forth herein, we are of the opinion that when the Common Stock is issued and/or sold in the manner described in the Prospectus, the Common Stock will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Current Report on Form 8-K of the Company dated on or about the date hereof, to the incorporation by reference of this opinion letter into the Registration Statement and to being named in the related prospectus

Mayer Brown LLP operates in combination with other Mayer Brown entities (the "Mayer Brown Practices"), which have offices in North America, Europe and Asia and are associated with Tauli & Chequer Advogados, a Brazilian law partnership.

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## Mayer Brown LLP

Board of Directors  
Prologis, Inc.  
September 7, 2018  
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and any related prospectus supplement under the caption “Legal Matters” with respect to the matters stated therein. In giving this consent, we do not thereby admit that we are experts within the meaning of Section 11 of the Act or within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC.

Sincerely,

/s/ Mayer Brown LLP  
Mayer Brown LLP