

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**Prologis, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

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Today we are announcing that our board will not reappoint Philip L. Hawkins to our audit committee effective immediately following our annual stockholders meeting on May 1, 2019. This decision is in response to stockholder feedback.

Mr. Hawkins is highly regarded by our board, management and industry. With his decades of REIT knowledge and expertise, he has been a superb addition to our board and audit committee since joining our board in August 2018 and our audit committee in October 2018.

The board has determined, and continues to assert, that Mr. Hawkins is an independent director eligible to serve on our audit committee. Mr. Hawkins is clearly independent based on New York Stock Exchange (NYSE) and SEC rules and regulations and on-point guidance from the NYSE (as further discussed in our additional proxy materials filed with the SEC on April 11, 2019). However, our board, our company and Mr. Hawkins wish to respect our stockholders' differing perspectives. Regardless of the composition of his committee appointments, Mr. Hawkins will continue to add immense value and perspective to our company, and we look forward to his future contributions as a director.