

Prologis, Inc.  
Form 8-K  
September 07, 2018

**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): September 7, 2018**

**PROLOGIS, INC.**

**PROLOGIS, L.P.**

**(Exact name of registrant as specified in charter)**

**Maryland (Prologis, Inc.)**

**001-13545 (Prologis, Inc.)**

**94-3281941 (Prologis, Inc.)**

**Delaware (Prologis, L.P.)  
(State or other jurisdiction)**

**001-14245 (Prologis, L.P.)  
(Commission)**

**94-3285362 (Prologis, L.P.)  
(I.R.S. Employer)**

of Incorporation)

File Number)

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))  
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.

**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.

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

**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