

RAYONIER INC  
Form 8-K/A  
July 29, 2011

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)  
July 29, 2011  
RAYONIER INC.  
COMMISSION FILE NUMBER 1-6780  
Incorporated in the State of North Carolina  
I.R.S. Employer Identification Number 13-2607329  
1301 Riverplace Boulevard, Jacksonville, Florida 32207  
(Principal Executive Office)  
Telephone Number: (904) 357-9100

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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))
- 
-

Item 5.07 Submission of Matters to a Vote of Security Holders

Item 5.07(b).

In Rayonier Inc.'s (the "Company") proxy statement provided to shareholders in connection with the Company's 2011 annual meeting of shareholders (the "Annual Meeting"), the Board of Directors recommended that shareholders vote, on an advisory (non-binding) basis, in favor of an annual frequency for future "say-on-pay" votes to approve the compensation paid to the named executive officers as disclosed in the Company's proxy statements. On July 22, 2011, the Company's Board of Directors, upon the recommendation of its Nominating and Corporate Governance Committee, approved an annual frequency for future say-on-pay votes.

The results of the shareholder votes at the Annual Meeting were disclosed by the Company in a Current Report on Form 8-K filed on May 25, 2011 (the "Original Report"). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company's decision on the frequency of future say-on-pay votes.

**SIGNATURE**

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.

RAYONIER INC. (Registrant)

BY: /s/ HANS E. VANDEN NOORT  
Hans E. Vanden Noort  
Senior Vice President and  
Chief Financial Officer

July 29, 2011