

RAYONIER INC  
Form 8-K  
August 06, 2009

**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)**

August 5, 2009

**RAYONIER INC.**

(Exact Name of Registrant as Specified in Its Charter)

North Carolina  
(State or other jurisdiction of

1-6780  
(Commission File Number)

13-2607329  
(IRS Employer)

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incorporation or organization)

Identification No.)

**50 North Laura Street**

**Jacksonville, Florida**  
(Address of Principal Executive Offices)

**32202**  
(Zip Code)

**Registrant's telephone number, including area code: (904) 357-9100**

**Not Applicable**

(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))

**Item 8.01 Other Events.**

On August 5, 2009, Rayonier Inc. issued a press release announcing a proposed private placement of \$150 million principal amount of senior exchangeable notes, plus up to an additional \$22.5 million principal amount to cover over-allotments, if any. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Item</b>
99.1	Rayonier Inc. press release dated August 5, 2009

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**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.

Date: August 5, 2009

**Rayonier Inc.**

By: /s/ Hans E. Vanden Noort  
Name: Hans E. Vanden Noort  
Title Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Item</b>
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