

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

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 §240.14a-12

RAYONIER INC.

(Name of Registrant as Specified In Its Charter)

(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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(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):

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- 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.

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Supplement to Proxy Statement for 2020 Annual Meeting of Shareholders

Dear Shareholder,

This supplement provides updated information with respect to the 2020 Annual Meeting of Shareholders of Rayonier Inc. (the "Annual Meeting") to be held on May 14, 2020, at 4:00 p.m., local time, at Rayonier's headquarters, 1 Rayonier Way, Wildlight, Florida 32097. This supplemental information should be read in conjunction with the Notice of Annual Meeting of Shareholders and Proxy Statement (the "Proxy Statement") for the Annual Meeting.

Passing of Richard D. Kincaid

We are deeply saddened to inform you that Richard D. Kincaid, Chairman of our Board of Directors, passed away unexpectedly on March 20, 2020. Mr. Kincaid, age 58, had served as a director of the Company since 2004. Mr. Kincaid was a member of the Audit Committee and the Compensation and Management Development Committee of the Board at the time of his passing. Our Board of Directors and management team wish to express our gratitude and appreciation for Mr. Kincaid's many years of leadership and service to the Company and its shareholders, and we send our condolences to the family and friends of Mr. Kincaid.

In light of Mr. Kincaid's untimely passing, which occurred after we finalized the Proxy Statement, the Board has reduced the size of the Board from nine to eight directors, and Mr. Kincaid is hereby removed as a nominee. Our Board has also appointed Dod A. Fraser to serve as Chairman through the remainder of Mr. Kincaid's term.

The eight other director nominees named in the Proxy Statement – Keith E. Bass, Dod A. Fraser, Scott R. Jones, Blanche L. Lincoln, V. Larkin Martin, Ann C. Nelson, David L. Nunes and Andrew G. Wiltshire – will continue to stand for election at the Annual Meeting. The form of proxy card included with the distribution of the Proxy Statement remains valid; however, any votes cast with respect to Mr. Kincaid will be disregarded and not be counted.


Potential Remote Participation Option

We intend to hold the Annual Meeting in person. However, we are actively monitoring the impact of and response to the novel coronavirus identified as COVID-19. We are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state and local governments may impose. As a result, we may provide our shareholders the option to attend the Annual Meeting by means of remote participation.

In the event we choose to offer the option to attend the meeting by remote participation, we will announce such decision and details on how to participate through the issuance of a press release and the filing of additional proxy materials with the Securities and Exchange Commission, both of which will be available at <https://ir.rayonier.com>.

As always, your vote is very important. We urge you to please vote by internet, telephone or mail as soon as possible to ensure your vote is recorded promptly, even if you plan to attend the Annual Meeting, whether in person or via any remote participation option.

Very truly yours,

A handwritten signature in black ink, appearing to read "David L. Nunes". The signature is fluid and cursive, with the first name being the most prominent.

David L. Nunes
President and Chief Executive Officer

A handwritten signature in black ink, appearing to read "Mark R. Bridwell". The signature is fluid and cursive, with the first name being the most prominent.

Mark R. Bridwell
Vice President, General Counsel and Corporate Secretary