

PROLOGIS  
Form 8-K  
February 04, 2011

**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): January 31, 2011**

**PROLOGIS**

(Exact name of registrant as specified in charter)

Maryland (State or other jurisdiction of Incorporation)	1-12846 (Commission File Number)	74-2604728 (I.R.S. Employer Identification No.)
---	-------------------------------------	---

4545 Airport Way, Denver, Colorado

80239

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, including Area Code: (303) 567-5000

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))
-

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 31, 2011, ProLogis entered into a fifth amendment to its existing Global Senior Credit Agreement dated as of October 6, 2005 (the "Global Credit Agreement"). Prior to the fifth amendment, the Global Credit Agreement would deem a change of control to occur upon the execution of a merger agreement. The amendment removed such provision. The provisions of the agreement regarding a change of control potentially occurring upon the consummation of a merger were not, however, changed.

The fifth amendment also contained a waiver pursuant to which the required lenders under the Global Credit Agreement waived any change of control or default that may have occurred thereunder as a result of the signing of the Agreement and Plan of Merger executed by ProLogis and certain other parties on January 30, 2011.

A copy of the fifth amendment to the Global Credit Agreement is filed as an exhibit to this report and is incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01.

**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**

10.1            Fifth Amendment and Waiver to Global Senior Credit Agreement, dated as of January 31, 2011

---

**SIGNATURES**

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.

**PROLOGIS**

Date: February 3, 2011

By: /s/ Edward S. Nekritz

Name: Edward S. Nekritz

Title: General Counsel and Secretary

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Fifth Amendment and Waiver to Global Senior Credit Agreement, dated as of January 31, 2011