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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

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**Date of Report (Date of earliest event reported): February 7, 2017**

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**Terreno Realty Corporation**

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(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-34603**  
(Commission  
File Number)

**27-1262675**  
(IRS Employer  
Identification No.)

**101 Montgomery Street, Suite 200**  
**San Francisco, CA 94104**  
(Address of principal executive offices) (Zip Code)

**(415) 655-4580**  
(Registrant's telephone number, including area code)

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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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year***Articles Supplementary*

On February 7, 2017, the Board of Directors (the “Board”) of Terreno Realty Corporation (the “Company”) adopted a resolution prohibiting the Company from electing to be subject to Section 3-803 of the Maryland General Corporation Law (the “MGCL”). Section 3-803 of the MGCL, together with other provisions of Subtitle 8 of Title 3 of the MGCL, permits the board of directors of a Maryland corporation with a class of equity securities registered under the Securities Exchange Act of 1934, as amended, and at least three independent directors to elect to classify the board of directors without stockholder approval.

By adopting this resolution, the Company will be prohibited from classifying the Board without first obtaining stockholder approval. The Company filed Articles Supplementary with the State Department of Assessments and Taxation of Maryland reflecting the adoption of this resolution.

The foregoing summary of the Articles Supplementary is qualified in its entirety by reference to the text of the Articles Supplementary, which are attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

*Amendment to Amended and Restated Bylaws*

On February 7, 2017, the Board adopted a First Amendment (the “Amendment”) to the Amended and Restated Bylaws of the Company (the “Bylaws”). The Amendment provides that stockholders, subject to certain requirements, may amend the Bylaws by the affirmative vote of a majority of votes cast on the matter by the holders of the issued and outstanding shares of common stock of the Company.

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is attached hereto as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

## (d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1*	Articles Supplementary
3.2*	First Amendment to Amended and Restated Bylaws

\* Filed herewith

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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.

TERRENO REALTY CORPORATION

Date: February 9, 2017

By: /s/ Jaime J. Cannon

Jaime J. Cannon

Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1*	Articles Supplementary
3.2*	First Amendment to Amended and Restated Bylaws

\* Filed herewith

**TERRENO REALTY CORPORATION**

**ARTICLES SUPPLEMENTARY**

Terreno Realty Corporation, a Maryland corporation (the “Company”), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: Under a power contained in Section 3-802(c) of the Maryland General Corporation Law (the “MGCL”), the Company, by resolution of its Board of Directors (the “Board of Directors”) duly adopted at a meeting duly called and held, prohibited the Company from electing to be subject to Section 3-803 of the MGCL as provided herein.

SECOND: The resolution referred to above provides that the Company is prohibited from electing to be subject to the provisions of Section 3-803 of the MGCL and that the foregoing prohibition may not be repealed unless the repeal of such prohibition is approved by the stockholders of the Company by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

THIRD: The election to prohibit the Company from becoming subject to Section 3-803 of the MGCL without the stockholder approval referenced above has been approved by the Board of Directors in the manner and by the vote required by law.

FOURTH: The undersigned officer acknowledges these Articles Supplementary to be the act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

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IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its President and attested to by its Secretary as of this 7th day of February, 2017.

ATTEST:

/s/ W. Blake Baird  
W. Blake Baird, Secretary

TERRENO REALTY CORPORATION

By: /s/ Michael A. Coke  
Michael A. Coke, President

**FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS**

**OF**

**TERRENO REALTY CORPORATION**

The Amended and Restated Bylaws (the “Bylaws”) of Terreno Realty Corporation are hereby amended as follows:

Article XIII of the Bylaws is hereby deleted in its entirety and replaced with the following:

“These Bylaws may be altered, amended or repealed or new bylaws may be adopted by the Board of Directors or by the affirmative vote of a majority of the votes cast on the matter by the holders of the issued and outstanding shares of common stock of the Corporation. Notwithstanding anything to the contrary herein, this Article XIII and Sections 2.12 and 2.13 of Article II of these Bylaws may not be altered, amended or repealed except by the affirmative vote of a majority of the votes cast on the matter by the holders of the issued and outstanding shares of common stock of the Corporation.”

Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.

EFFECTIVE AS OF: February 7, 2017