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): **May 8, 2018**

MATSON, INC.
(Exact Name of Registrant as Specified in its Charter)

HAWAII	**001-34187**	**99-0032630**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1411 Sand Island Parkway **Honolulu, Hawaii**	**96819**
(Address of principal executive offices)	(zip code)

Registrant's telephone number, including area code: **(808) 848-1211**
(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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

Matson, Inc. (“Matson” or the “Company”) will present an overview of the Company at the Oppenheimer Industrial Growth Conference on May 8, 2018. Matson will be using the presentation materials attached as Exhibit 99.1 to this Form 8-K. Additionally, the presentation materials are available on Matson’s website at www.matson.com. The information set forth in these materials speaks only as of May 8, 2018.

Statements in this Form 8-K and the attached exhibit that are not historical facts are “forward-looking statements,” within the meaning of the Private Securities Litigation Reform Act of 1995, that involve a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Factors that could cause actual results to differ materially from those contemplated in the statements include, without limitation, those described on pages 13-21 of the Form 10-K filed by Matson on February 23, 2018. These forward-looking statements are not guarantees of future performance. Actual results could differ materially from those anticipated in the forward-looking statements and future results could differ materially from historical performance.

Item 9.01. Financial Statements and Exhibits.

(a) - (c) Not applicable.

(d) Exhibits.

The exhibit listed below is being furnished with this Form 8-K.

99.1 Investor Presentation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATSON, INC.

/s/ Joel M. Wine
Joel M. Wine
Senior Vice President and Chief Financial Officer

Dated: May 8, 2018

Exhibit 99.1


Matson
Oppenheimer Industrial Growth Conference
May 8, 2018

Forward-Looking Statements

Statements made during this presentation that set forth expectations, predictions, projections or are about future events are based on facts and situations that are known to us as of today, May 8, 2018.

We believe that our expectations and assumptions are reasonable. Actual results may differ materially, due to risks and uncertainties, such as those described on pages 13-21 of our 2017 Form 10-K filed on February 23, 2018, and other subsequent filings by Matson with the SEC. Statements made during this presentation are not guarantees of future performance.

We do not undertake any obligation to update our forward-looking statements.

Matson: At-a-Glance

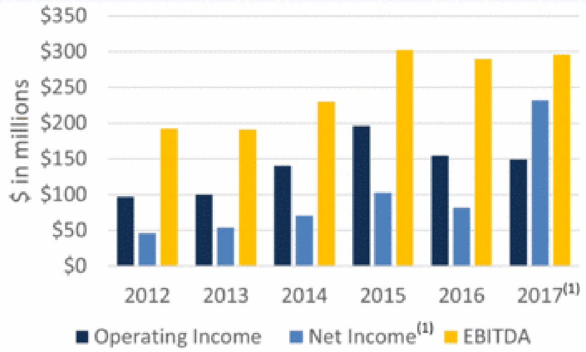
OCEAN TRANSPORTATION

- A leading U.S. carrier in the Pacific
- Lifeline to economies of Hawaii, Alaska and Guam
- Niche, premium, expedited service from China to Southern California
- 35% ownership in SSAT that operates 7 West Coast terminals

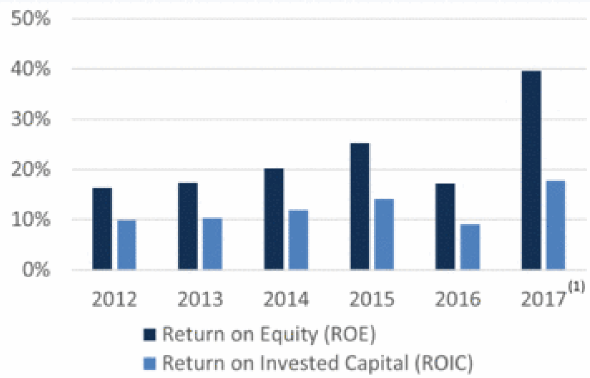
LOGISTICS

- Top 10 integrated, asset-light logistics services
- Freight forwarding, rail intermodal, highway brokerage and warehousing
- Leverages Matson and Span Alaska brands
- Scalable model with high ROIC

Operating Income, Net Income and EBITDA



Financial Return Metrics



See Appendix for a reconciliation of GAAP to non-GAAP Financial Metrics

(1) Net Income in 2017 includes the benefit of a one-time, non-cash adjustment of $155.0 million related to the enactment of the Tax Cuts and Jobs Act.

Matson Today: Connecting the Pacific

Matson.

Investment Highlights

Unique Network Connecting the Pacific	• Providing critical supply lifelines to island economies throughout the Pacific • Strong market positions in attractive niche markets with multi-decade customer relationships • Dual head-haul economics on China service • Dedicated terminals with best-in-class truck turns and unmatched cargo availability
World-Class Operator and Premium Service Provider	• Well-maintained fleet with industry-leading on-time performance • Hawaii Neighbor Island barge fleet and Micronesia feeder vessels create hub-and-spoke efficiency • Fastest transit and cargo availability creates competitive advantage and premium rates for China service • Fastest transit time to Guam from U.S. West Coast with superior on-time performance
Stable, Growing and Defensible Cash Flow Generation	• Increasingly diversified earnings from distinct tradelane service routes • Financial strength to invest in fleet renewal and equipment, pursue strategic opportunities and return capital to shareholders
Commitment to Investing in Businesses	• Investing approximately $1 billion in Hawaii fleet renewal and supporting infrastructure • Nearly $700 million in investments for Alaska entry over last 3 years
Commitment to Returning Cash to Shareholders	• Over $225 million returned to shareholders through share repurchases and dividends since becoming public in 2012 • Compelling dividend yield with dividend growth history
Strong Balance Sheet	• Investment grade credit metrics • Balance sheet strength leads to low cost of capital

Market and Service Leader to Hawaii

Overview of Service

- 3.5 calls per week into Hawaii with inbounds from LA, OAK and SEA
- Operate a dedicated neighbor island barge service, which is a key service differentiator
- Key Westbound customer verticals:
  - Food and beverage
  - Retail merchandise
  - Construction

Matson's Focus

- Maintain industry-leading market position
- Maintain reliability as the #1 ocean carrier to Hawaii
- Manage transition of new vessels into fleet
- Minimize disruption for customers as new vessels come into service and Sand Island port development progresses

Current 10-Ship Deployment

- 9-ship deployment offers:
  - 2 weekly Long Beach departures
  - 2 weekly fixed-day Oakland departures
  - 1 weekly Seattle departure

Matson.

Hawaii Fleet Renewal Program

Nearly $925 million to be invested in 4 new vessels to power the Hawaii tradelane for decades.

- Expected fleet renewal benefits
  - Optimal Hawaii vessel fleet size
  - Completes Hawaii fleet renewal and removes reliance on near-end-of-life steamships
  - Improves fleet reliability
  - Improves weekly capacity balance

Vessel	Delivery Estimate	Percent of Completion(1)	Milestone Payments Remaining ($ in millions)(2)	Useable Cargo Capacity		
				TEUs	Reefer Slots	Autos
Daniel K. Inouye	3Q '18	91%	$ 21.7	3,220	408	-
Kaimana Hila	1Q '19	53%	$ 89.0	3,220	408	-
Lurline	4Q '19	15%	$ 180.9	2,750	432	500
Matsonia	2Q '20	0%	$ 221.5	2,750	432	500

Source: Management
(1) As of April 30, 2018.
(2) As of March 31, 2018. Excludes capitalized interest and owner's items.

The *Daniel K. Inouye* in the water on February 23, 2018.

First block in the dock on the *Kaimana Hila*.

Financial Benefits of New Vessels

For the current 10-ship deployment, expect the annual financial benefits of the new vessels to be approximately $28 to $31 million with almost all of the benefits beginning after the arrival of the 3rd vessel in 4Q19.

	$ in millions		
Reduction in Operating Costs (annual)(1)			
Lower vessel operating costs (ex-fuel) (2)	$ 8	-	$ 9
Improved auto/rolling stock efficiencies (3)	7	-	9
10-ship deployment reduced to 9-ships (4)	13	-	13
Sub-total Reduction in Operating Costs (annual)	$ 28	-	$ 31
11-ship deployment reduced to 10 ships (5)	12	-	14
Total Reduction in Operating Costs (annual)	$ 40	-	$ 45
Net Reduction in Depreciation and Amortization (annual) (6)	$ 5	-	$ 8

(1) Magnitude and timing of benefits subject to change based on fleet configuration and in-service timing. Actual operating costs may vary compared to those used. Analysis excludes the net effects of fuel and any changes in volume.
(2) When all four of the new vessels are fully deployed on an annual basis.
(3) Only applicable to the two Kanaloa Class vessels.
(4) Currently projected to occur in the fourth quarter of 2019.
(5) Not currently applicable given Hawaii volume currently served with a 10-ship deployment. This amount represents future potential savings in higher Hawaii volume scenarios that would have required an 11-ship deployment.
(6) Expected reduction in annual depreciation and amortization from four new vessels compared to seven existing steamships that will be scrapped.

China Expedited Service

Overview of Service

- Weekly service from Ningbo/Shanghai to Long Beach
  - Uniquely focused on U.S. arrival day
- A premium service providing an alternative to deferred air freight and other ocean carriers
  - 4-to-6 day service disadvantage to deferred air freight
  - 5-to-10 day service advantage over other ocean carriers
- Dedicated terminal space in Long Beach with off-dock container yard
- Key customer verticals:
  - Garments
  - Footwear
  - Tightly managed supply chains

Matson's Focus

- Maintain reliability as a premium service provider
- Attract new customers away from air freight

#1 Transpacific Service

Since 2006

- *10-day express service from Shanghai – 12 days from Ningbo*
- *12-year record of consistent, unmatched reliability and predictability*
- *Exclusive use Long Beach terminal – unrivaled speed*
- *100% next-day cargo availability on owned and operated chassis at bonded off-dock facility*

Easy access off-dock container yard

Alaska Service

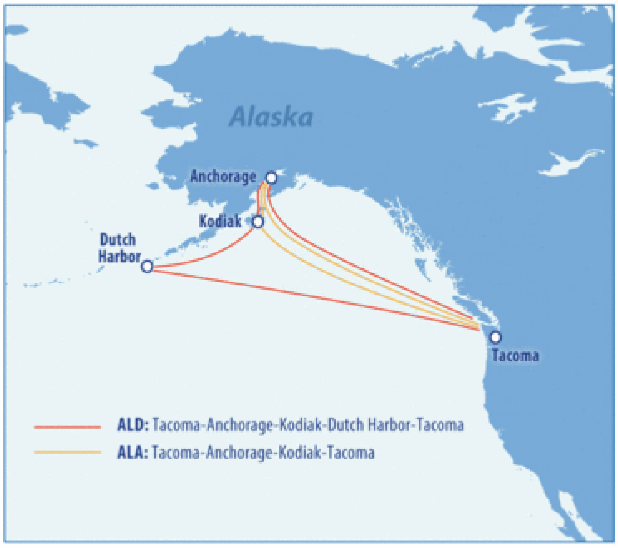
Overview of Service

- Twice weekly service to Anchorage, Kodiak
- Weekly service into Dutch Harbor
- Matson is the only U.S. containership operator serving Kodiak and Dutch Harbor
- Key customer segments:
  - Food and beverage (NB)
  - Retail (NB)
  - Seafood (SB)
- Span Alaska an important driver of business

Matson's Focus

- Leverage industry-leading customer service, financial strength and investment in trade
- Expand penetration of national account/ cross-trade customers

Current 3-Ship Deployment



Matson.

Guam Service

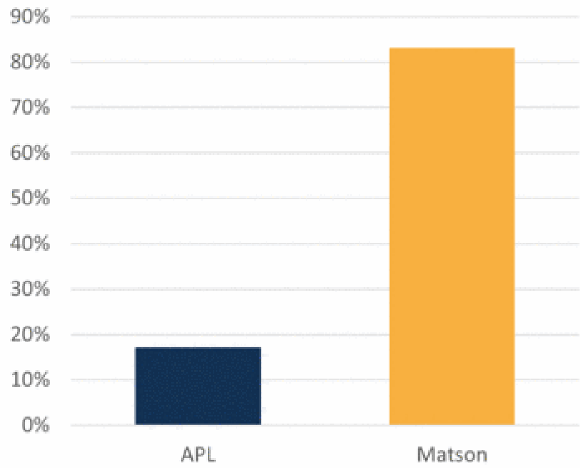
Overview of Service

- Weekly service to Guam as part of CLX service
  - Significant transit advantage
- Provide feeder vessel services from Guam to the islands of Micronesia
- Key customer segments:
  - Military
  - Food and retail
  - Household goods

Matson's Focus

- Leverage transit advantage and service reliability
- Fight for every piece of freight
- Identify and secure construction projects

On-time Performance (2017)

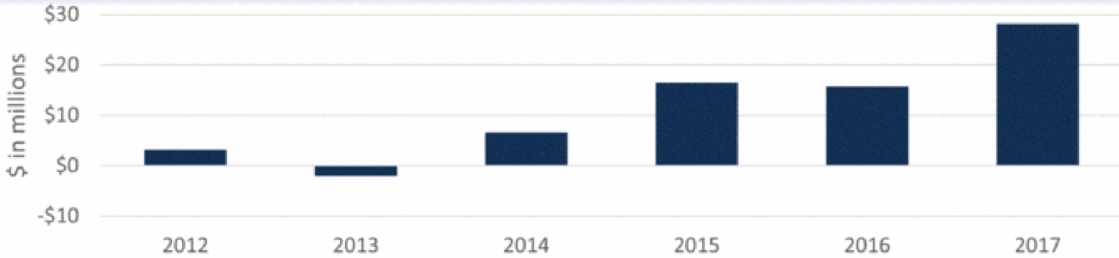


Source: Management estimates.
Note: On-time performance within 59 minutes

SSAT Joint Venture

- Matson owns a 35% interest in SSA Terminals, LLC (SSAT), the leading U.S. West Coast terminal operator
  - SSAT provides terminal and stevedoring services to carriers at 7 terminal facilities
    - Services provided to Matson at terminals in Long Beach, Oakland, Seattle, and Tacoma
  - Long Beach: fastest cargo availability from China
- Record contribution from the JV in 2017
  - New container volume from Oakland terminal
  - International alliance realignments proved to be beneficial

SSAT JV Equity Income (Loss)

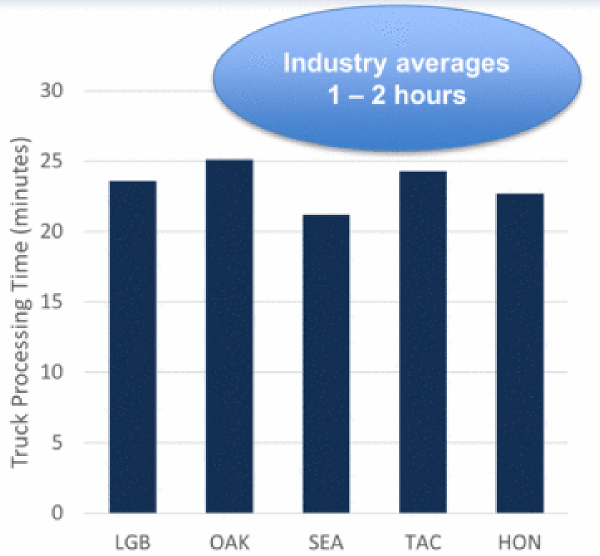


Matson's Terminals

Our terminals provide a number of competitive advantages to our truckers and customers.

- Guaranteed berths / cranes at dedicated terminals used by Matson(1)
  - Helps to quick turn our vessels and maintain schedule
- Matson's turn times are at least 50% lower than the industry average
  - Considered best-in-class
  - Quick turns provide our customers the opportunity to do more business in a day
  - Continuous improvement to drive down turn time (e.g., incorporating gate technology)

Truck Turn Times (2017)



Source: Management estimates.

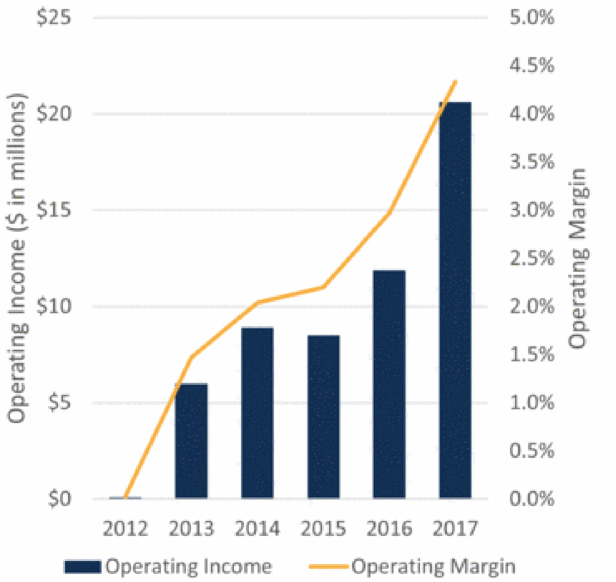
(1) Dedicated terminals in Oakland, Tacoma, Long Beach, and Honolulu.

Matson Logistics

Overview of Services

- Transportation Brokerage
  - Domestic and international rail intermodal services
  - Long-haul and regional highway trucking services
  - Less-than-truckload and expedited freight services
- Less-than-Container Load (LCL) and Freight Forwarding
  - Span Alaska
- Warehouse
  - Over 1.5 million sq. ft. across 4 buildings in attractive port-based locations
  - PO management and NVOCC services

Operating Income and Margin



Note: Acquired Span Alaska in 3Q 2016.

Matson.

Span Alaska Overview

The market leader in Less-than-Container Load freight consolidation and forwarding services to the Alaska market.

nasstrac CARRIER OF THE YEAR SPECIALTY LTL

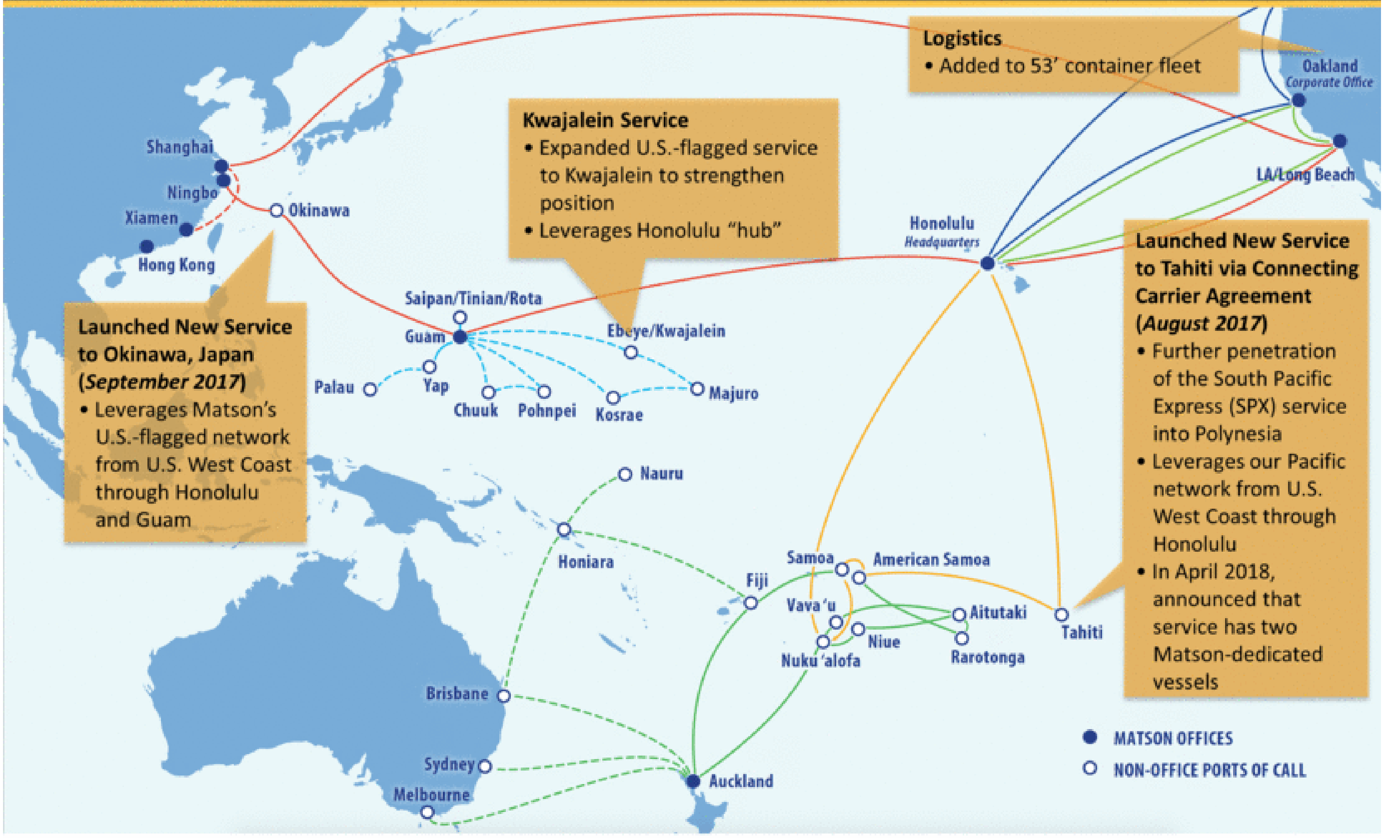
- Asset-light logistics business
- Aggregates Less-than-Container Load (LCL) freight in Auburn, WA for consolidation and shipment to Alaska
- Move freight through a network of terminals in Alaska
  - Enabling the transport of freight to all major population centers
- Ocean Transportation's largest northbound freight customer

Span Alaska Overview *(continued)*

- LCL freight accounts for ~50% of the Alaska NB ocean freight market
- Diversified end market: Wholesale Distribution, Retail & Household Goods, Construction & Building Materials, Food & Beverage, Government, Oil, Vehicles
- LCL FREIGHT
  - 80% of goods transported to the Auburn terminal by customer-owned vehicles
  - Handles general cargo, keep-from-freezing, freeze & chill, and hazardous material handling for LCL shipments
- TRUCK SERVICES
  - Complements core LCL services
  - Drayage services to/from the Port of Tacoma
  - Transportation services between Span Alaska's deconsolidation facilities and customers' final destinations in Alaska
- OTHER LOGISTICS SERVICES
  - Brokered freight consolidation in the Lower 48 states through agent terminal in Chicago

Span Alaska's Auburn, WA facility

Recent Organic Growth Initiatives



2018 Outlook (as of May 1, 2018)

	Outlook Items	
	FY 2018	**2Q 2018**
Operating income:		
Ocean Transportation	Modestly higher than $128.8 million achieved in FY 2017	To approach 2Q17 level of $39.0 million
Logistics	Moderately higher than $20.6 million achieved in FY 2017	Moderately higher than 2Q17 level of $6.9 million
Depreciation and Amortization	Approximately $132 million, including $36 million in dry-dock amortization	-
EBITDA	Lower than FY 2017 level of $296.0 million	-
Interest Expense	Approximately $23 million	-
GAAP Effective Tax Rate	Approximately 28% for remaining 3 quarters; 42% in 1Q due to adjustment under Tax Cuts and Jobs Act[(1)]	-

(1) Includes a non-cash tax adjustment of $3.3 million resulting from a reduction in the alternative minimum tax receivable under the Tax Cuts and Jobs Act.


Matson
Appendix

Appendix – Non-GAAP Measures

Matson reports financial results in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company also considers other non-GAAP measures to evaluate performance, make day-to-day operating decisions, help investors understand our ability to incur and service debt and to make capital expenditures, and to understand period-over-period operating results separate and apart from items that may, or could, have a disproportional positive or negative impact on results in any particular period. These non-GAAP measures include, but are not limited to, Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), Return on Invested Capital ("ROIC"), Return on Equity ("ROE"), Total Debt-to-EBITDA and Net Debt-to-EBITDA.

	For the years ended December 31,					
($ in millions, except ROIC and ROE)	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**
Total debt	$ 319.1	$ 286.1	$ 373.6	$ 429.9	$ 738.9	$ 857.1
Less: total cash and cash equivalents	(19.9)	(114.5)	(293.4)	(25.5)	(13.9)	(19.8)
Less: cash on deposit in Capital Construction Fund	-	-	(27.5)	-	(31.2)	(0.9)
Net debt	299.2	171.6	52.7	404.4	693.8	836.4
Net income	$ 45.9	$ 53.7	$ 70.8	$ 103.0	$ 81.4	$ 232.0[1]
Add: loss from discontinued operations	6.1	-	-	-	-	-
Add: income taxes	33.0	32.2	51.9	74.8	49.1	(106.8)[1]
Add: interest expense	11.7	14.4	17.3	18.5	24.1	24.2
Add: depreciation and amortization	95.4	91.0	90.1	105.8	135.4	146.6
EBITDA	192.1	191.3	230.1	302.1	290.0	296.0
Net income (A)	$ 45.9	$ 53.7	$ 70.8	$ 103.0	$ 81.4	$ 232.0[1]
Add: loss from discontinued operations	6.1	-	-	-	-	-
Add: interest expense (tax-effected)[2]	7.2	9.0	10.0	10.7	15.1	14.9
Total return (B)	59.2	62.7	80.8	113.7	96.5	246.9
Average total debt	$ 319.1[3]	$ 302.6	$ 329.9	$ 401.8	$ 584.4	$ 798.0
Average shareholders' equity (C)	279.9[3]	309.1	351.0	407.1	472.8	586.6
Total invested capital (D)	599.0[3]	611.7	680.9	808.9	1,057.2	1,384.6
ROIC = (B)/(D)	9.9%	10.3%	11.9%	14.1%	9.1%	17.8%
ROE = (A)/(C)	16.4%	17.4%	20.2%	25.3%	17.2%	39.6%

(1) Includes the benefit of a one-time, non-cash adjustment of $155.0 million related to the enactment of the Tax Cuts and Jobs Act.

(2) The effective tax rates each year in the period 2012-2017 were 38.8%, 37.5%, 42.3%, 42.1%, 37.6% and (85.3)%, respectively. In 2017, the adjusted effective tax rate, excluding the benefit of a one-time, non-cash adjustment related to the Tax Cuts and Jobs Act, would have been 38.5%.

(3) The 2012 calculation is based on total invested capital as of December 31, 2012 due to the timing of the separation from Alexander & Baldwin.