

WEYERHAEUSER CO  
Form 8-K  
March 04, 2014

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  
February 28, 2014  
(Date of earliest event report)

WEYERHAEUSER COMPANY  
(Exact name of registrant as specified in charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Washington<br>(State or other jurisdiction of<br>incorporation or organization)<br>Federal Way, Washington 98063-9777<br>(Address of principal executive offices)<br>(zip code) | 1-4825<br>(Commission<br>File Number) | 91-0470860<br>(IRS Employer<br>Identification Number) |
|---|---------------------------------------|---|

Registrant's telephone number, including area code:  
(253) 924-2345

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))
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TABLE OF CONTENTS

|              |   |
|--------------|---|
| Item 5.02    | Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers |
| Item 9.01    | Financial Statements and Exhibits   |
| SIGNATURES   |   |
| Exhibit 10.1 |   |

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ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2014, Weyerhaeuser Company (“Weyerhaeuser” or the “Company”) entered into a retention agreement with Peter M. Orser, president of Weyerhaeuser Real Estate Company (“WRECO”). WRECO is the homebuilding and real estate development business of Weyerhaeuser. As previously announced, Weyerhaeuser has entered into a Transaction Agreement, dated November 3, 2013, by and among Weyerhaeuser, WRECO, TRI Pointe Homes, Inc., a Delaware corporation (“TRI Pointe”), and Topaz Acquisition, Inc., a Washington corporation and a wholly owned subsidiary of TRI Pointe (the “Transaction Agreement”), pursuant to which WRECO will be divested through a Reverse Morris Trust transaction and ultimately become a wholly owned subsidiary of TRI Pointe (collectively, the “Transaction”). Under the retention agreement, Mr. Orser will be entitled to receive a one-time cash retention payment in the amount of \$460,000 if he satisfies certain requirements, including remaining employed by WRECO through the date of closing of the Transaction. The foregoing summary of the retention agreement with Mr. Orser is qualified in its entirety by the retention agreement filed herewith as Exhibit 10.1.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

The following item is filed as an exhibit to this report:

10.1 Retention Agreement with Peter M. Orser

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**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.

**WEYERHAEUSER COMPANY**

By     /s/ Jeanne M. Hillman  
Its:    Vice President and Chief Accounting Officer

Date: March 4, 2014