

Verso Paper Holdings LLC

Form 8-K

May 27, 2009

**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**

**May 27, 2009**

Date of report (Date of earliest event reported)

**Verso Paper Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of Incorporation)

**333-148201**

(Commission File Number)

**75-3217389**

(IRS Employer  
Identification Number)

**Verso Paper Holdings LLC**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of Incorporation)

**333-142283**

(Commission File Number)

**56-2597634**

(IRS Employer  
Identification Number)

**6775 Lenox Center Court, Suite 400**

**Memphis, Tennessee 38115-4436**

(Address of principal executive offices) (Zip Code)

**(901) 369-4100**

(Registrant's telephone number, including area code)

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)

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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 7.01. Regulation FD Disclosure**

As of May 26, 2009, Verso Paper Corp. (together with Verso Paper Holdings LLC (“Verso Holdings”), the “Registrants”) had a cash balance, on a consolidated basis with its subsidiaries, of approximately \$79 million, an increase of approximately \$62 million over its \$17 million cash balance as of the end of its last fiscal quarter on March 31, 2009.

The Registrants believe that Verso Holdings has no material amounts available to pay dividends or make distributions on its equity interests, or prepay or otherwise acquire its subordinated indebtedness, under the terms of Verso Holdings’ second priority senior secured notes.

The Registrants are furnishing this information under Item 7.01 of this report to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrants’ filings under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

In this report all statements that are not purely historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements may be identified by the words “believe,” “expect,” “anticipate,” “project,” “plan,” “estimate,” “intend,” and similar expressions. Forward-looking statements are based on currently available business, economic, financial and other information and reflect management’s current beliefs, expectations and views with respect to future developments and their potential effects on the Registrants. Actual results could vary materially depending on risks and uncertainties that may affect the Registrants and their business. For a discussion of such risks and uncertainties, please refer to the Registrants’ filings with the Securities and Exchange Commission. The Registrants assume no obligation to update any forward-looking statement made in this report to reflect subsequent events or circumstances or actual outcomes.

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**SIGNATURES**

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

Date: May 27, 2009

VERSO PAPER CORP.

By: /s/ Robert P. Mundy  
Robert P. Mundy  
Senior Vice President and Chief Financial Officer

VERSO PAPER HOLDINGS LLC

By: /s/ Robert P. Mundy  
Robert P. Mundy  
Senior Vice President and Chief Financial Officer