

WEYERHAEUSER CO  
Form 8-K  
July 08, 2013

**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) July 8, 2013

**WEYERHAEUSER COMPANY**

(Exact name of registrant as specified in charter)

Washington  
(State or other jurisdiction  
of incorporation or organization)

1-4825  
(Commission  
File Number)

91-0470860  
(IRS Employer  
Identification Number)

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**Federal Way, Washington 98063-9777**

**(Address of principal executive offices)**

**(253) 924-2345**

**(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:

- .. 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))

This Current Report is being filed for the sole purpose of incorporating the exhibit filed herewith by reference into the Registration Statement on Form S-3 (File No. 333-182403) of Weyerhaeuser Company (the "Registration Statement"). This exhibit is an opinion of Covington & Burling LLP as to certain tax matters relating to Registrant's common shares (including the consent required with respect thereto).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits: See Exhibit Index following the signature page of this Report, which is incorporated by reference here.

**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 thereunto duly authorized.

**WEYERHAEUSER COMPANY**

By: /s/ Jerald W. Richards  
Name: Jerald W. Richards

Title: Chief Accounting Officer

Date: July 8, 2013

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 8.1                | Opinion of Covington & Burling LLP as to certain tax matters relating to Registrant's common shares (including the consent required with respect thereto) |