

MERCER INTERNATIONAL INC.
Form 8-K
April 16, 2019

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): April 16, 2019

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Washington

(State or other jurisdiction of incorporation or organization)

000-51826 (Commission File Number) **47-0956945** (I.R.S. Employer Identification No.)
Suite 1120, 700 West Pender Street, Vancouver, British Columbia, Canada V6C 1G8

(Address of Office)

(604) 684-1099

(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)

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.03 Amendment to Bylaws.

On April 16, 2019, the board of directors (the Board) of Mercer International Inc. (the Company) adopted an amendment (the Amendment) to the Company s Bylaws to adopt a majority voting standard for uncontested director elections.

The Amendment provides that a director nominee shall be elected to the Board if the votes cast for such nominee s election exceed the votes cast against or abstained from voting for such nominee s election. If a majority of the votes cast for a nominee s election do not exceed the votes cast against or abstained from voting for such nominee, then such nominee s term as a director will terminate on the earliest to occur of: (i) 90 days after the date the election results are certified; (ii) the date such director resigns; or (iii) the date the Board fills the position.

The foregoing summary is qualified in its entirety by reference to the Amendment, which is attached as Exhibit 3.1 hereto and incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit

| No. | Description |
|------------|---|
| 3.1 | Amendment to the Bylaws of Mercer International Inc. dated April 16, 2019 |

MERCER INTERNATIONAL INC.

FORM 8-K

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--|
| 3.1 | <u>Amendment to the Bylaws of Mercer International Inc. dated April 16, 2019</u> |

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.

MERCER INTERNATIONAL INC.

/s/ David Ure

David Ure

Chief Financial Officer

Date: April 16, 2019