

Verso Paper Holdings LLC  
Form 8-K  
February 09, 2011

**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 9, 2011**

Date of Report (Date of earliest event reported)

**Verso Paper Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation  
or Organization)

**001-34056**  
(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  
or Organization)

**333-142283**  
(Commission File Number)

**56-2597634**  
(IRS Employer  
Identification Number)

**6775 Lenox Center Court, Suite 400**

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**Memphis, Tennessee 38115-4436**

**(Address, including zip code, of principal executive offices)**

**(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:

- .. 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))

**Item 8.01 Other Events**

On February 9, 2011, Verso Paper Corp. issued a press release announcing the completion of the tender offer (the "Tender Offer") of its subsidiary, Verso Paper Holdings LLC (the "Company"), to purchase any and all of the outstanding 8% Second Priority Senior Secured Fixed Rate Notes due 2014 (the "Notes") issued by it and Verso Paper Inc., a subsidiary of the Company. The Tender Offer expired at 11:59 p.m., New York City time, on February 8, 2011 (the "Expiration Date"). As previously announced, the Company received tenders from the holders of \$310,415,000 aggregate principal amount of the Notes prior to the early tender payment deadline, January 25, 2011, at 5:00 p.m., New York City time (the "Early Tender Date"), which represented approximately 92.1% of the outstanding Notes. On January 26, 2011, the Company accepted for early payment, and paid for, the Notes tendered prior to the Early Tender Date. After the Early Tender Date and prior to the Expiration Date, the Company received tenders from the holders of an additional \$48,000 aggregate principal amount of the Notes, resulting in total tenders from holders of \$310,463,000 aggregate principal amount of the Notes. The tenders for all Notes received by the Company prior to the Expiration Date represented approximately 92.1% of the outstanding Notes. The Company expects to accept for payment all of the Notes validly tendered after the Early Tender Date and prior to the Expiration Date on Wednesday, February 9, 2011. The Company intends to redeem the Notes that remain outstanding after completion of the Tender Offer at the applicable redemption price, plus accrued and unpaid interest.

For additional information concerning the foregoing, a copy of the press release dated February 9, 2011, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit**

No.	Description
99.1	Press release issued by Verso Paper Corp. on February 9, 2011, announcing completion of the tender offer.

**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: February 9, 2011

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

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

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