

MERCER INTERNATIONAL INC.  
Form 8-K  
January 31, 2017

**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): January 31, 2017**

**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 principal executive office)*

**(604) 684-1099**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

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))

**ITEM 8.01 OTHER EVENTS.**

On January 31, 2017, Mercer International Inc. (the Company ) announced the pricing of its previously announced offering of \$225.0 million aggregate principal amount of 6.500% senior notes due 2024 (the 2024 Notes ). The 2024 Notes will be issued at a price of 100% of their principal amount.

The 2024 Notes are being offered and sold to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act.

A copy of the Company s press release dated January 31, 2017 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, the 2024 Notes or any security, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of the Company dated January 31, 2017.

**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 K. Ure  
David K. Ure  
Chief Financial Officer

Date: January 31, 2017

**Exhibit Index**

**Exhibit No.**  
99.1

**Description**  
Press release of the Company dated January 31, 2017.