

MERCER INTERNATIONAL INC.
 Form 4
 May 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLOGG PETER R

2. Issuer Name and Ticker or Trading Symbol
**MERCER INTERNATIONAL INC.
 [MERC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2017

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

**48 WALL STREET, C/O IAT
 REINSURANCE CO. LTD**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10005

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/15/2017		P	20,000	A	\$ 11.294 (1)	100,000 I Via Non Marital PRK Trust
Common Stock	05/15/2017		P	9,014	A	\$ 11.295 (2)	1,339,014 I Via Bermuda Partners
Common Stock	05/16/2017		P	200	A	\$ 11.3	1,339,214 I Via Bermuda Partners
Common Stock							124,000 D

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Common Stock	54,000	I	Via Mill River Farm
Common Stock	1,290,000	I	Via Spouse
Common Stock	20,000	I	Via C. Kellogg & P Kellogg TTEE U/W Charles A Kirkland Trust
Common Stock	13,461,737	I	Via IAT ReInsurance Co. Ltd.
Common Stock	125,000	I	Via E.G. Anderson Inc.
Common Stock	35,000	I	Via the Myth and Barnegat Restoration Society, Inc.
Common Stock	5,000	I	Via C. Kellogg & P Kellogg TTEE U/W Anne Kirkland Trust
Common Stock	1,000	I	Via Cardia Company Inc.
Common Stock	100,000	I	Via Acceptance Casualty
Common Stock	225,000	I	Via Acceptance Indemnity
Common Stock	1,000,000	I	Via Harco
Common Stock	503,030	I	Via Occidental
Common Stock	100,000	I	Via Peter and Cynthia Kellogg Foundation

Common Stock	538,426	I	Via Transguard
Common Stock	628,030	I	Via Wilshire

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG PETER R 48 WALL STREET C/O IAT REINSURANCE CO. LTD NEW YORK, NY 10005		X		

Signatures

/s/ Marguerite Gorman,
attorney-in-fact

05/17/2017

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was executed in multiple trades at prices ranging from \$11.275 to \$11.30. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of

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the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) This transaction was executed in multiple trades at prices ranging from \$11.274 to \$11.30. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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