

Verso Corp  
Form SC 13G  
January 17, 2017

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. )\*

Verso  
Corporation  
(Name of  
Issuer)

Class A  
Common Stock,  
par value \$0.01  
per share  
(Title of Class  
of Securities)

92531L207  
(CUSIP  
Number)

January 5, 2017  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

“ Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

(Page 1 of 27

Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Partners, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	
	-0-
	SHARED VOTING POWER
<b>6</b>	347,438 (including 47,438 shares of Class A Common Stock issuable upon exercise of warrants)*
	SOLE DISPOSITIVE POWER
<b>7</b>	
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	347,438 (including 47,438 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

347,438 (including  
47,438 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX

IF THE

AGGREGATE

10

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

1.0%\*

TYPE OF

REPORTING

12

PERSON

PN

\* The information set forth on this cover page reflects information as of the date of this filing. As of December 31, 2016, this Reporting Person may have been deemed to beneficially own 47,738 shares of Class A Common Stock issuable upon exercise of warrants, representing 0.1% of the outstanding shares of Common Stock as of such time.

<b>1</b>	NAME OF REPORTING PERSON  Centerbridge Credit Partners TE Intermediate I, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) <input checked="" type="checkbox"/> OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
<b>2</b>	
<b>3</b>	
<b>4</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER  279,410 (including 23,431 shares of Class A Common Stock issuable upon exercise of warrants)* SOLE DISPOSITIVE POWER  -0- SHARED DISPOSITIVE POWER
<b>5</b>	
<b>6</b>	
<b>7</b>	
<b>8</b>	

279,410  
(including  
23,431 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

279,410 (including  
23,431 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.8%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

<b>1</b>	NAME OF REPORTING PERSON  Centerbridge Credit Partners General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) <input checked="" type="checkbox"/> OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
<b>2</b>	
<b>3</b>	
<b>4</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER  626,848 (including 70,869 shares of Class A Common Stock issuable upon exercise of warrants)* SOLE DISPOSITIVE POWER  -0- SHARED DISPOSITIVE POWER
<b>5</b>	
<b>6</b>	
<b>7</b>	
<b>8</b>	

626,848  
(including  
70,869 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

626,848 (including  
70,869 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

1.9%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing. As of December 31, 2016, this Reporting Person may have been deemed to beneficially own 326,848 (including 70,869 shares of Class A Common Stock issuable upon exercise of warrants), representing 1.0% of the outstanding shares of Common Stock as of such time.



<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Partners Master, L.P. CHECK THE
<b>2</b>	APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION  Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>5</b>	739,522 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>6</b>	SOLE DISPOSITIVE POWER
<b>7</b>	-0- SHARED DISPOSITIVE POWER
<b>8</b>	

739,522  
(including  
67,467 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

739,522 (including  
67,467 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

2.2%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Partners Offshore Intermediate IV, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
<b>7</b>	7,279* SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	7,279* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	7,279*

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
<b>11</b>	AMOUNT IN ROW (9)
<b>12</b>	Less than 0.1%* TYPE OF REPORTING PERSON  PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

**1** NAME OF REPORTING PERSON

Centerbridge Credit Partners Offshore General Partner, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

-0-

SHARED VOTING POWER

**6** 746,801 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)\*

**7** SOLE DISPOSITIVE POWER

**8** -0- SHARED DISPOSITIVE POWER

746,801 (including

67,467 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

746,801 (including  
67,467 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

2.2%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Cayman GP Ltd. CHECK THE
<b>2</b>	APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>5</b>	1,373,649 (including 138,336 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>6</b>	SOLE DISPOSITIVE POWER
<b>7</b>	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	1,373,649 (including 138,336 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

1,373,649 (including  
138,336 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants)\*

CHECK BOX

IF THE

10

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

4.1%\*

TYPE OF

REPORTING

12

PERSON

OO

\* The information set forth on this cover page reflects information as of the date of this filing. As of December 31, 2016, this Reporting Person may have been deemed to beneficially own 1,073,649 (including 138,336 shares of Class A Common Stock issuable upon exercise of warrants), representing 3.2% of the outstanding shares of Common Stock as of such time.



**1** NAME OF REPORTING PERSON

Centerbridge Special Credit Partners, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

-0-

SHARED VOTING POWER

**6** 291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)\*

**7** SOLE DISPOSITIVE POWER

-0-

**8** SHARED DISPOSITIVE POWER

291,394 (including 27,752 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

291,394 (including  
27,752 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.9%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

**1** NAME OF REPORTING PERSON

Centerbridge Special Credit Partners General Partner, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

-0-

SHARED VOTING POWER

**6** 291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)\*

**7** SOLE DISPOSITIVE POWER

**8** -0- SHARED DISPOSITIVE POWER

291,394 (including

27,752 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

291,394 (including  
27,752 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.9%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

<b>1</b>	NAME OF REPORTING PERSON
	CSCP Cayman GP Ltd.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	-0-
	SHARED VOTING POWER
<b>6</b>	291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	291,394 (including 27,752 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

291,394 (including  
27,752 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.9%\*  
TYPE OF  
REPORTING  
PERSON

12

OO

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

**1** NAME OF REPORTING PERSON

Centerbridge Special Credit Partners II, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

-0-

SHARED VOTING POWER

**6** 370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)\*

**7** SOLE DISPOSITIVE POWER

-0-

**8** SHARED DISPOSITIVE POWER

370,799 (including 35,314 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

370,799 (including  
35,314 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

1.1%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.



	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Special Credit Partners General Partner II, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	-0-
	SHARED VOTING POWER
<b>6</b>	370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER

370,799  
(including  
35,314 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

370,799 (including  
35,314 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

1.1%\*  
TYPE OF  
REPORTING  
PERSON

12

PN

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

**1** NAME OF REPORTING PERSON

CSCP II Cayman GP Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

-0-

SHARED VOTING POWER

**6** 370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)\*

**7** SOLE DISPOSITIVE POWER

-0-

**8** SHARED DISPOSITIVE POWER

370,799 (including 35,314 shares

of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

370,799 (including  
35,314 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

1.1%\*  
TYPE OF  
REPORTING  
PERSON

12

OO

\* The information set forth on this cover page reflects information as of the date of this filing and as of December 31, 2016.

<b>1</b>	NAME OF REPORTING PERSON
	Mark T. Gallogly
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	-0-
	SHARED VOTING POWER
<b>6</b>	2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	2,035,842 (including 201,402 shares of Class A

	Common Stock issuable upon exercise of warrants)*
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
<b>11</b>	AMOUNT IN ROW (9)
	6.1%*
<b>12</b>	TYPE OF REPORTING PERSON
	IN

\* The information set forth on this cover page reflects information as of the date of this filing. As of December 31, 2016, this Reporting Person may have been deemed to beneficially own 1,735,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants), representing 5.2% of the outstanding shares of Common Stock as of such time.

<b>1</b>	NAME OF REPORTING PERSON
	Jeffrey H. Aronson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	-0-
	SHARED VOTING POWER
<b>6</b>	2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)*
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	2,035,842 (including

201,402 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

2,035,842 (including  
201,402 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

6.1%\*  
TYPE OF  
REPORTING  
PERSON

12

IN

\* The information set forth on this cover page reflects information as of the date of this filing. As of December 31, 2016, this Reporting Person may have been deemed to beneficially own 1,735,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants), representing 5.2% of the outstanding shares of Common Stock as of such time.



**Item 1(a). NAME OF ISSUER**

The name of the issuer is Verso Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 6775 Lenox Center Court, Suite 400, Memphis, Tennessee 38115-4436.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("Onshore Fund"), with respect to the Class A Common Stock (as defined in Item 2(d) below) beneficially owned by it;
- (ii) Centerbridge Credit Partners TE Intermediate I, L.P., a Delaware limited partnership ("TE Int I"), with respect to the Class A Common Stock beneficially owned by it;  
Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("Credit GP"), as general partner of Onshore Fund and TE Int I, with respect to the Class A Common Stock beneficially owned by Onshore Fund and TE Int I;
- (iv) Centerbridge Credit Partners Master, L.P., a Cayman Islands exempted limited partnership ("Master Fund"), with respect to the Class A Common Stock beneficially owned by it;
- (v) Centerbridge Credit Partners Offshore Intermediate IV, L.P., a Cayman Islands exempted limited partnership ("Offshore Int IV"), with respect to the Class A Common Stock beneficially owned by it;  
Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("Credit Offshore GP"), as general partner of Master Fund and Offshore Int IV, with respect to the Class A Common Stock beneficially owned by Master Fund and Offshore Int IV;
- (vii) Centerbridge Credit Cayman GP Ltd., a Cayman Islands exempted company ("Credit Cayman GP"), as general partner of Credit GP and Credit Offshore GP, with respect to the Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV;
- (viii) Centerbridge Special Credit Partners, L.P., a Delaware limited partnership ("SC I"), with respect to the Class A Common Stock beneficially owned by it;
- (ix) Centerbridge Special Credit Partners General Partner, L.P., a Delaware limited partnership ("SC I GP"), as general partner of SC I, with respect to the Class A Common Stock beneficially owned by SC I;
- (x) CSCP Cayman GP Ltd., a Cayman Islands exempted company ("SC I Cayman GP"), as general partner of SC I GP, with respect to the Class A Common Stock beneficially owned by SC I;
- (xi) Centerbridge Special Credit Partners II, L.P., a Delaware limited partnership ("SC II"), with respect to the Class A Common Stock beneficially owned by it;

- (xii) Centerbridge Special Credit Partners General Partner II, L.P., a Delaware limited partnership ("SC II GP"), as general partner of SC II, with respect to the Class A Common Stock beneficially owned by SC II;
- (xiii) CSCP II Cayman GP Ltd., a Cayman Islands exempted company ("SC II Cayman GP"), as general partner of SC II GP, with respect to the Class A Common Stock beneficially owned by SC II; Mark T. Gallogly ("Mr. Gallogly"), indirectly, through various intermediate entities control each of Onshore
- (xiv) Fund, TE Int I, Master Fund, Offshore Int IV, SC I and SC II (collectively, the "Centerbridge Funds"), with respect to the Class A Common Stock beneficially owned by the Centerbridge Funds; and
- (xv) Jeffrey H. Aronson ("Mr. Aronson"), indirectly, through various intermediate entities control each of the Centerbridge Funds, with respect to the Class A Common Stock beneficially owned by the Centerbridge Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, NY 10152.

**Item 2(c). CITIZENSHIP**

Onshore Fund, TE Int I, Credit GP, Credit Offshore GP, SC I, SC I GP, SC II and SC I GP II are limited partnerships organized under the laws of the State of Delaware. Credit Cayman GP, SC I Cayman GP and SC II Cayman GP are exempted companies organized under the laws of the Cayman Islands. Master Fund and Offshore Int IV are exempted limited partnerships organized under the laws of the Cayman Islands. Messrs. Gallogly and Aronson are citizens of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock").

**Item 2(e). CUSIP NUMBER**

92531L207

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act;

(b) Bank as defined in Section 3(a)(6) of the Act;

- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type of institution:

#### Item 4. OWNERSHIP

This Schedule 13G reports beneficial ownership of the shares of Class A Common Stock beneficially owned by the Reporting Persons as of the date hereof.

##### A.Centerbridge Credit Partners, L.P.

- (a) Amount beneficially owned: 347,438 (including 47,438 shares of Class A Common Stock issuable upon exercise of warrants)  
Percent of class: 1.0% The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 33,366,784 shares of Class A Common Stock issued and outstanding as reported to be outstanding as of October 31, 2016, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed by the Company with the Securities Exchange Commission on November 14, 2016, and assumes the exercise of the warrants reported by such Reporting Person.
- (b) of October 31, 2016, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed by the Company with the Securities Exchange Commission on November 14, 2016, and assumes the exercise of the warrants reported by such Reporting Person.
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 347,438 (including 47,438 shares of Class A Common Stock issuable upon exercise of warrants)  
(iii) Sole power to dispose or direct the disposition: -0-

- (iv) Shared power to dispose or direct the disposition: 347,438 (including 47,438 shares of Class A Common Stock issuable upon exercise of warrants)

Onshore Fund has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit GP, its general partner, and Credit Cayman GP, the general partner of Credit GP. Neither Credit GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Onshore Fund. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of the shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of the shares of Class A Common Stock owned by Onshore Fund.

#### B. Centerbridge Credit Partners TE Intermediate I, L.P

- (a) Amount beneficially owned: 279,410 (including 23,431 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 0.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 279,410 (including 23,431 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 279,410 (including 23,431 shares of Class A Common Stock issuable upon exercise of warrants)

TE Int I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit GP, its general partner, and Credit Cayman GP, the general partner of Credit GP. Neither Credit GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by TE Int I. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by TE Int I.

#### C. Centerbridge Credit Partners General Partner, L.P.

- (a) Amount beneficially owned: 626,848 (including 70,869 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 1.9%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 626,848 (including 70,869 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 626,848 (including 70,869 shares of Class A Common Stock issuable upon exercise of warrants)

Credit GP does not directly own any of the shares of Class A Common Stock. Credit GP, as general partner of Onshore Fund and TE Int I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Onshore Fund and TE Int I, which powers may also be exercised by Credit Cayman GP, the general partner of Credit GP. By reason of the provisions of Rule 13d-3 of the Act, Credit GP may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Onshore Fund and TE Int I. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Onshore Fund and TE Int I.

D. Centerbridge Credit Partners Master, L.P.

- (a) Amount beneficially owned: 739,522 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 2.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 739,522 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants))
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 739,522 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)

Master Fund has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit Offshore GP, its general partner, and Credit Cayman GP, the general partner of Credit Offshore GP. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Master Fund. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Master Fund.

E. Centerbridge Credit Partners Offshore Intermediate IV, L.P.

- (a) Amount beneficially owned: 7,279
- (b) Percent of class: Less than 0.1%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 7,279
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 7,279

Offshore Int IV has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit Offshore GP, its general partner, and Credit Cayman GP, the general partner of Credit Offshore GP. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock.





By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Offshore Int IV.

F. Centerbridge Credit Partners Offshore General Partner, L.P.

- (a) Amount beneficially owned: 746,801 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 2.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 746,801 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 746,801 (including 67,467 shares of Class A Common Stock issuable upon exercise of warrants)

Credit Offshore GP does not directly own any of the shares of Class A Common Stock. Credit Offshore GP, as general partner of Master Fund and Offshore Int IV, and Credit Cayman GP, the general partner of Credit Offshore GP, has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Master Fund and Offshore Int IV. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Master Fund and Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Master Fund and Offshore Int IV.

G. Centerbridge Credit Cayman GP Ltd.

- (a) Amount beneficially owned: 1,373,649 (including 138,336 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 4.1%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,373,649 (including 138,336 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,373,649 (including 138,336 shares of Class A Common Stock issuable upon exercise of warrants)

Credit Cayman GP does not directly own any of the shares of Class A Common Stock. Credit Cayman GP, as general partner of Credit GP and Credit Offshore GP, has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV. By reason of the provisions of Rule 13d-3 of the Act, Credit Cayman GP may be deemed to beneficially



own the shares of Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV

H. Centerbridge Special Credit Partners, L.P., Centerbridge Special Credit Partners General Partner, L.P. and CSCP Cayman GP Ltd.

- (a) Amount beneficially owned: 291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 0.9%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 291,394 (including 27,752 shares of Class A Common Stock issuable upon exercise of warrants)

SC I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by SC I GP, its general partner, and SC I Cayman GP, the general partner of SC I GP. Neither SC I GP nor SC I Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by SC I. However, none of the foregoing should be construed in and of itself as an admission by SC I GP or SC I Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of SC I GP and SC I Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by SC I.

I. Centerbridge Special Credit Partners II, L.P., Centerbridge Special Credit Partners General Partner II, L.P. and CSCP II Cayman GP Ltd.

- (a) Amount beneficially owned: 370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 1.1%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 370,799 (including 35,314 shares of Class A Common Stock issuable upon exercise of warrants)

SC II has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by SC II GP, its general partner, and SC II Cayman GP, the general partner of SC II GP. Neither SC II GP nor SC II Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially



owned by SC II. However, none of the foregoing should be construed in and of itself as an admission by SC II GP or SC II Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of SC II GP and SC II Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by SC II.

J. Mark T. Gallogly and Jeffrey Aronson

- (a) Amount beneficially owned: 2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)
- (b) Percent of class: 6.1%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)
  - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition of: 2,035,842 (including 201,402 shares of Class A Common Stock issuable upon exercise of warrants)

Messrs. Gallogly and Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by the Centerbridge Funds. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Class A Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Class A Common Stock owned by any of the Centerbridge Funds.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.



**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each of the Reporting Persons certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: January 17, 2017

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS TE INTERMEDIATE I, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory



CENTERBRIDGE CREDIT PARTNERS

MASTER, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS OFFSHORE INTERMEDIATE IV, L.P.

By: Centerbridges Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS

OFFSHORE GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT CAYMAN GP LTD.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory



CENTERBRIDGE SPECIAL CREDIT PARTNERS, L.P.

By: Centerbridge Special Credit Partners General Partner, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS II, L.P.

By: Centerbridge Special Credit Partners General Partner II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP II CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

/s/ Mark T. Gallogly

MARK T. GALLOGLY

/s/ Jeffrey H. Aronson

JEFFREY H. ARONSON

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EXHIBIT 1

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: January 17, 2017

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS TE INTERMEDIATE I, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory



CENTERBRIDGE CREDIT PARTNERS

MASTER, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS OFFSHORE INTERMEDIATE IV, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS

OFFSHORE GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT CAYMAN GP LTD.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory





CENTERBRIDGE SPECIAL CREDIT PARTNERS, L.P.

By: Centerbridge Special Credit Partners General Partner, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS II, L.P.

By: Centerbridge Special Credit Partners General Partner II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP II CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

/s/ Mark T. Gallogly

MARK T. GALLOGLY

/s/Jeffrey H. Aronson

JEFFREY H. ARONSON