

KELLOGG PETER R

Form 4

December 27, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

12/22/2017

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

**48 WALL STREET, C/O IAT
INSURANCE CO LTD**

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 12/22/2017 | | P | Amount (A) or (D) Price \$ 13.99 (1) | 1,920,000 | I | Via Spouse |
| Common Stock | 12/26/2017 | | P | Amount (A) or (D) Price \$ 14.277 (2) | 1,940,000 | I | Via Spouse |
| Common Stock | | | | | 410,000 | D | |
| Common Stock | | | | | 13,475,000 | I | Via IAT Insurance Co. Ltd. |

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| | | | |
|--------------|-----------|---|--|
| Common Stock | 975,000 | I | Via Peter and Cynthia Kellogg Foundation |
| Common Stock | 800,000 | I | Via Non Marital PRK Trust |
| Common Stock | 2,000,000 | I | Via Bermuda Partners |
| Common Stock | 210,000 | I | Via E.G. Anderson Inc. |
| Common Stock | 54,000 | I | Via Mill River Farm |
| Common Stock | 20,000 | I | Via C. Kellogg & P Kellogg TTEE U/W Charles A Kirkland Trust |
| 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 |

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| | | | |
|-----------------|---------|---|-------------------|
| Common Stock | 630,000 | I | Via Wilshire |
| Common Stock | 540,000 | I | Via Transguard |
| Common Stock | 510,000 | I | Via Occidental |

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Marguerite Gorman,
attorney-in-fact

12/27/2017

__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).

The shares were purchased in multiple trades at prices ranging from \$13.80 to \$14.00. The price reported above reflects the weighted
(1) 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.

The shares were purchased in multiple trades at prices ranging from \$14.20 to \$14.3484. The price reported above reflects the weighted
(2) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.