

WEYERHAEUSER CO  
Form 8-K  
June 17, 2013

**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)**

**June 17, 2013**

**WEYERHAEUSER COMPANY**

(Exact name of registrant as specified in charter)

Washington  
(State or other jurisdiction of)

1-4825  
(Commission)

91-0470860  
(IRS Employer)

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incorporation or organization)

File Number)  
Federal Way, Washington 98063-9777

Identification Number)

(Address of principal executive offices)

(253) 924-2345

(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.

The consolidated financial statements of Weyerhaeuser Company (the Company) and subsidiaries as of December 31, 2012 and 2011, and for each of the years in the three-year period ended December 31, 2012, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 (collectively, the Annual Financial Statements), have been incorporated by reference in the registration statement (No. 333-182403) on Form S-3 of the Company (the Registration Statement). The Annual Financial Statements have been audited by KPMG LLP. The consent of KPMG LLP to the incorporation by reference of their audit reports on such Annual Financial Statements in the Registration Statement and to their being referred to under the heading Experts in the Registration Statement is attached hereto as Exhibit 23.1.

We have announced that we have signed a definitive stock purchase agreement to acquire Longview Timber LLC and subsidiaries (Longview) from affiliates of Brookfield Asset Management for a purchase price of \$2.65 billion, which includes the assumption of debt. The consolidated financial statements of Longview as of and for the year ended December 31, 2012 (collectively, the Longview Annual Financial Statements) are included herein as Exhibit 99.1. The Longview Annual Financial Statements have been audited by Deloitte & Touche LLP. The consent of Deloitte & Touche LLP to the incorporation by reference of their audit report on such Longview Annual Financial Statements in the Registration Statement and to their being referred to under the heading Experts in any prospectus supplement filed under the Registration Statement is attached hereto as Exhibit 23.2.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired. In accordance with Item 9.01(a), the audited consolidated financial statements of Longview as of and for the fiscal year ended December 31, 2012 and the notes thereto and the unaudited consolidated financial statements of Longview as of and for the three months ended March 31, 2013 and 2012 are filed in this Report as Exhibits 99.1 and 99.2, respectively.

(b) Not Applicable.

(c) Not Applicable.

(d) Exhibits: See Exhibit Index following the signature page of this Report, which is incorporated by reference here.

SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This report contains statements concerning our future results and performance and other matters that are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934.

These statements:

use forward-looking terminology;

are based on various assumptions we make; and

may not be accurate because of risks and uncertainties surrounding the assumptions that we make.

Factors listed in this section as well as other factors not included may cause our actual results to differ from our forward-looking statements. There is no guarantee that any of the events anticipated by our forward-looking statements will occur, and, if any of the events occur, there is no guarantee what effect they will have on our operations or financial condition.

We will not update the forward-looking statements contained in any document after the date of such document.

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Some forward-looking statements discuss our plans, strategies and intentions. They use words such as *expects*, *may*, *will*, *believes*, *should*, *approximately*, *anticipates*, *estimates* and *plans*. In addition, these words may use the positive or negative or a variation of those terms. We base our forward-looking statements on a number of factors, including the expected effect of the economy, regulations, adverse litigation outcomes and the adequacy of reserves, changes in accounting principles, contributions to pension plans, projected benefit payments, projected tax rates and credits and other related matters.

Major risks and uncertainties and assumptions that we make that affect our business and may cause actual results to differ from these forward-looking statements include, but are not limited to:

the effect of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and strength of the U.S. dollar;

market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;

performance of our manufacturing operations, including maintenance requirements;

the level of competition from domestic and foreign producers;

the successful execution of our internal performance plans, including restructurings and cost reduction initiatives;

raw material prices;

energy prices;

the effect of weather;

the risk of loss from fires, floods, windstorms, hurricanes, pest infestations and other natural disasters;

transportation costs;

Federal tax policies;

the effect of forestry, land use, environmental and other governmental regulations;

legal proceedings;

the completion, timing, terms and anticipated benefits of the acquisition discussed below and the financing transactions related thereto;

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performance of pension fund investments and related derivatives;

the effect of timing of retirements and changes in the market price of our common shares on charges for share-based compensation;  
and

changes in accounting principles.

For additional information regarding forward-looking statements, refer to the reports and other information that we file with the SEC, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and our Current Report on Form 8-K dated June 17, 2013.

The closing of the acquisition discussed in this report is subject to the receipt of certain third party consents and the satisfaction or waiver of various customary closing conditions. The acquisition may not close within the anticipated time period or at all.

**SIGNATURE**

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 thereunto duly authorized.

**WEYERHAEUSER COMPANY**

By: /s/ Jerald W. Richards  
Name: Jerald W. Richards

Title: Chief Accounting Officer

Date: June 17, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of KPMG LLP
23.2	Consent of Deloitte & Touche LLP
99.1	Audited consolidated financial statements of Longview Timber LLC and subsidiaries as of and for the fiscal year ended December 31, 2012 and notes thereto
99.2	Unaudited consolidated financial statements as of March 31, 2013 and December 31, 2012 and for the three month periods ended March 31, 2013 and 2012 and notes thereto