

MERCER INTERNATIONAL INC.

Form 8-K

March 16, 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): March 16, 2017

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Washington

000-51826

47-0956945

(State or other jurisdiction

(Commission

(I.R.S. Employer

of incorporation or organization)

File Number)

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)

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 March 16, 2017, Mercer International Inc. (the Company) announced the pricing of its previously announced offering of \$25.0 million aggregate principal amount of 6.500% senior notes due 2024 (the Additional Notes). The Additional Notes will be issued at a price of 100% of their principal amount, plus accrued interest, if any, from February 3, 2017. The Additional Notes will be offered as additional notes under an existing indenture, dated February 3, 2017, between the Company and Wells Fargo Bank, National Association, as trustee, pursuant to which the Company previously issued \$225 million aggregate principal amount of 6.500% senior notes due 2024 (the Existing Notes). The Additional Notes will have the same CUSIP number as, and are expected to be fully fungible with, rank equally with and form a single series with, the Existing Notes.

The Additional 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 March 16, 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 Additional 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

Exhibit No.	Description
99.1	Press release of the Company dated March 16, 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: March 16, 2017

Exhibit Index

Exhibit No.	Description
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