

MERCER INTERNATIONAL INC.

Form S-8

August 26, 2014

As filed with the Securities and Exchange Commission on August 26, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MERCER INTERNATIONAL INC.**

**(Exact name of registrant as specified in its charter)**

**Washington**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Suite 1120, 700 West Pender Street,**

**47-0956945**  
**(I.R.S. Employer**

**Identification No.)**

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**Vancouver, British Columbia, Canada, V6C 1G8**

**(Address of registrant's principal executive office) (zip code)**

**2010 STOCK INCENTIVE PLAN**

**(Full title of the plan)**

**David M. Gandossi**

**Mercer International Inc.**

**Suite 1120, 700 West Pender Street,**

**Vancouver, British Columbia, Canada, V6C 1G8**

**(Name and address of agent for service)**

**(604) 684-1099**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**H.S. Sangra**

**Sangra Moller LLP**

**1000 Cathedral Place, 925 West Georgia Street**

**Vancouver, B.C. V6C 3L2**

**(604) 662-8808**

**Andrew Bond**

**Davis Wright Tremaine LLP**

**Suite 2200, 1201 Third Avenue**

**Seattle, WA 98101-3045**

**(206) 757-8274**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(2)</sup></b>	<b>Amount of registration fee<sup>(2)</sup></b>
<b>Common Stock, \$1.00 par value per share</b>	<b>2,000,000 shares</b>	<b>\$10.19</b>	<b>\$20,380,000</b>	<b>\$2,625</b>

<sup>(1)</sup> This Registration Statement covers an additional 2,000,000 shares of common stock authorized to be offered and sold under the Mercer International Inc. 2010 Stock Incentive Plan, as amended effective May 30, 2014. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement covers an indeterminate number of additional shares of the Registrant's common stock that may be issuable as a result of stock splits, stock dividends, or similar transactions.

<sup>(2)</sup> Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h)(1) under the Securities Act, based on the average of the high and low prices of the Registrant's shares of common stock as reported on the Nasdaq Global Select Market on August 22, 2014.

## REGISTRATION OF ADDITIONAL SECURITIES

Mercer International Inc. (the Registrant ) is filing this registration statement on Form S-8 (the Registration Statement ) to register an additional 2,000,000 shares of the Registrant s common stock, par value \$1.00 per share, for issuance under the Mercer International Inc. 2010 Stock Incentive Plan, as amended effective May 30, 2014. In accordance with General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the registration statement on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission (the SEC ) on June 11, 2010 (File No. 333-167478), except to the extent otherwise updated or modified by this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Registrant with the SEC are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2013;
- (b) the Registrant s Quarterly Reports on Form 10-Q for the periods ended March 31, 2014 and June 30, 2014;
- (c) the Registrant s Current Reports on Form 8-K filed on March 24, 2014, April 2, 2014 and June 2, 2014; and
- (d) the description of the Registrant s shares of common stock, par value \$1.00 per share (the Common Stock ), contained in the Registrant s registration statement on Form 8-A (File No. 000-51826), filed by the Registrant with the SEC on March 1, 2006, and any amendment or report filed with the SEC for purposes of updating such description.

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof, and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered hereby have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such reports and documents are filed. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement to the extent furnished but not filed.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such

statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits**

Exhibit Number	Exhibit
4.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Form 8-A filed on March 2, 2006 (File No. 000-51826))
4.2	Bylaws (incorporated by reference to Exhibit 3.2 to Form 8-A filed on March 2, 2006 (File No. 000-51826))
4.3	Mercer International Inc. 2010 Stock Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders filed on April 24, 2014 (File No. 000-51826))
5.1	Opinion of Davis Wright Tremaine LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Davis Wright Tremaine LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this Registration Statement)

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**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, Canada on the 26th day of August, 2014.

**MERCER INTERNATIONAL INC.**

By: /s/ David M. Gandossi

Name: David M. Gandossi

Title: Secretary and Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jimmy S.H. Lee and David M. Gandossi, or either of them acting alone or together, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and sign any registration statement (or amendment thereto) for the same offering covered by the registration statement that is to be effective upon filing pursuant to Rule 462 promulgated under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of this Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature:</b>	<b>Title:</b>	<b>Date:</b>
/s/ Jimmy S.H. Lee Jimmy S.H. Lee	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	August 26, 2014
/s/ David M. Gandossi David M. Gandossi	Secretary, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 26, 2014
/s/ Eric Lauritzen Eric Lauritzen	Director	August 26, 2014
/s/ William D. McCartney William D. McCartney	Director	August 26, 2014

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/s/ Graeme A. Witts	Director	August 26, 2014
Graeme A. Witts		
/s/ Bernard Picchi	Director	August 26, 2014
Bernard Picchi		
/s/ James Shepherd	Director	August 26, 2014
James Shepherd		
/s/ Keith Purchase	Director	August 26, 2014
Keith Purchase		
/s/ Nancy Orr	Director	August 26, 2014
Nancy Orr		



EXHIBIT INDEX

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