Neenah Paper Inc
Form 11-K
June 24, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One):

x	**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the fiscal year ended December 31, 2010

OR

o	**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from   to

Commission file number 001-32240

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

NEENAH PAPER 401(k) RETIREMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NEENAH PAPER, INC.

3460 Preston Ridge Road
Suite 600
Alpharetta, Georgia 30005

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REQUIRED INFORMATION

Financial Statements and Supplemental Schedule

Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009.

Statement of Changes in Net Assets Available for Benefits for the Year ended December 31, 2010.

Supplemental Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2010.

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NEENAH PAPER 401(k) RETIREMENT PLAN

Financial Statements as of December 31, 2010 and 2009 and

for the year ended December 31, 2010

NEENAH PAPER 401(k) RETIREMENT PLAN

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Supplemental Schedule:	
Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year)as of December 31, 2010	11
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Note: All other schedules required by 29 CFR 2520.103-10 of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator and

Participants of Neenah Paper

401(k) Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of the Neenah Paper 401(k) Retirement Plan (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards established by the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Frazier & Deeter, LLC

Atlanta, Georgia

June 24, 2011

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NEENAH PAPER 401(k) RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	As of December 31, 2010		As of December 31, 2009	
ASSETS:				
Participant-directed investments at fair value:				
Interest in master trust	$	114,307,358	$	103,207,856
Total investments		114,307,358		103,207,856
Receivables:				
Notes receivable from participants		987,561		865,867
Receivables Other		2,843		14,615
Total receivables		990,404		880,482
Total assets		115,297,762		104,088,338
Liabilities Payables for securities purchased		4,307		17,385
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE		115,293,455		104,070,953
Adjustments from fair value to contract value for fully benefit-responsive investment contracts		(1,063,699)		(535,406)
NET ASSETS AVAILABLE FOR BENEFITS	$	114,229,756	$	103,535,547

See notes to financial statements

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NEENAH PAPER 401(k) RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

CONTRIBUTIONS:		
Participant	$	4,988,114
Employer		1,460,671
Rollovers		1,869
Total contributions		6,450,654
INVESTMENT INCOME Net gain from interest in Master Trust		12,542,207
INTEREST INCOME FROM NOTES RECEIVABLE FROM PARTICIPANTS		36,324
Total additions		19,029,185
BENEFITS PAID TO PARTICIPANTS		(8,311,463)
ADMINISTRATIVE EXPENSES		(23,513)
INCREASE IN NET ASSETS		10,694,209
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		103,535,547
End of year	$	114,229,756

See notes to financial statements

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NEENAH PAPER 401(k) RETIREMENT PLAN
Notes to Financial Statements

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the Neenah Paper 401(k) Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General The Plan is a defined contribution plan established on December 1, 2004, by Neenah Paper, Inc. (the Company). The Plan Administrative Committee of the Board of Directors of the Company controls and manages the operation and administration of the Plan. Vanguard Fiduciary Trust Company (the Trustee) serves as the trustee of the Plan and of the Neenah Paper Defined Contribution Master Trust (the Master Trust), through which the Plan is funded. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility An employee of the Company or a participating employer, as defined by the Plan, is eligible to participate in the Plan upon his/her date of hire.

Contributions Each year, non-highly compensated and highly compensated participants may contribute up to 75% and 17%, respectively, of their annual pre-tax compensation, as defined in the Plan, subject to certain Internal Revenue Code (IRC) limitations. Participants are also allowed to contribute after-tax contributions not to exceed 75% of annual compensation for non-highly compensated employees and 17% of annual compensation for highly compensated employees. For the year ended December 31, 2010, the Company made matching contributions of 75% of the participant s pre-tax contributions or after-tax contributions up to the first 2% of such participant s compensation, and 50% of the participant s pre-tax contributions or after-tax contributions up to the next 3% of the participant s compensation. Company matching contributions are contributed on a pay period basis and are discretionary.

If an election is not made by an employee, employees are automatically enrolled to contribute 5% of eligible compensation into the Plan as they become eligible to participate, with annual 1% increases of eligible compensation until the employee s contribution deferral percentage reaches 10%. A participant may decline to participate in the Plan or change their deferral percentage in 1% increments at any time.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts Individual accounts are maintained for each Plan participant. Each participant s account is credited with the participant s contribution, the Company s matching contribution and allocations of Plan earnings and charged with withdrawals and an allocation of Plan losses and administrative expenses. Allocations are based on the participant s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account.

Investments Participants direct the investment of their contributions and Company matching contributions into various investment options offered by the Plan.

The Neenah Paper Stock Fund and the self-directed brokerage accounts are two of the investment options available to participants. No participant may invest more than 25% and 50% of his/her account balance in the Neenah Paper Stock Fund and Self-Directed Brokerage Accounts, respectively, at any time.

Vesting Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company s matching contribution portion of their accounts is based on years of continuous service. A participant is 100% vested in the Company s matching contributions after three years of credited service. Participants are also 100% vested in the Company s matching contributions upon termination of employment with the Company if the participant has attained age 55, or upon death.

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Notes receivable from participants Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant s account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the Plan administrative committee. Principal and interest on such loans are paid through salary withholdings over periods generally ranging from 1 to 4 years except that the repayment period for loans made for the purchase of a home may range from 1 to 10 years. These periods may be extended for leaves of absence due to military duty.

Notes receivable from participants represent loans that are recorded at their unpaid principal balances, plus accrued but unpaid interest thereon. Interest income on notes receivable from participants is recognized when earned and any loan-related fees are expensed when incurred.

Payment of Benefits Upon termination of service or attainment of age 59 1/2, a participant may generally elect to receive a lump-sum amount equal to the value of the participant s vested interest in his/her account. A participant may make the following regular withdrawals, as defined by the Plan:

(a) After-tax contributions, provided such amounts have been in the Plan for at least 24 months

(b) Company-matching contributions, provided such amounts are vested and have been in the Plan for at least 24 months

(c) Any participant contributions included within his/her rollover account.

(d) Pre-tax contributions at age 59 1/2 or for financial hardship purposes.

Forfeited Accounts At December 31, 2010 and 2009, forfeited nonvested accounts totaled $5,317 and $6,349, respectively. These accounts will be used to either reduce future employer contributions or pay administrative expenses. For the year ended December 31, 2010, employer contributions were reduced by $44,021 from forfeited nonvested accounts.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties The Master Trust utilizes various investment instruments, including mutual funds, a common and collective trust fund, employer securities, and common stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Valuation of Investments and Income Recognition The Plan s investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. The Master Trust holds mutual funds, common/collective trust funds, employer securities, and common stock in which the Plan participates. Shares of mutual funds and common stock are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Units of the common/ collective trust fund are determined by the Trustee, based upon the quoted market values of the underlying investments held by the fund.

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Included in the Master Trust is an investment in the Vanguard Retirement Savings Trust, which is a collective investment trust fund that invests solely in the Vanguard Retirement Savings Master Trust (the Vanguard Master Trust). The underlying investments of the Vanguard Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The stable value fund (the VRST) is fully benefit-responsive to the participants. The difference between the valuation of fully benefit-responsive investments at fair value and contract value is reflected over time through the crediting rate. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

To the extent the underlying portfolio has unrealized and/or realized gains/losses, an adjustment is made when reconciling from fair value to contract value. As a result, the future crediting rate may be different than the current market rate. The crediting rate of the contract resets every quarter based on the performance of the underlying investment portfolio. The average crediting interest rate for the VRST was 3.6% and 3.3% at December 31, 2010 and 2009, respectively. The average yield for this fund was 3.0% and 2.9% for the years ended December 31, 2010 and 2009, respectively.

The existence of certain conditions can limit the VRST s ability to transact at contract value. Specifically, any event outside the normal operation of the VRST that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the VRST or a unitholder, tax disqualification of the VRST or unitholder, and certain VRST amendments if issuers consent is not obtained.

In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of the participant, employer or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines. As of December 31, 2010, Plan management believes that the occurrence of an event that would cause the VRST to transact at less than contract value is not probable.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment returns for such investments.

Administrative Expenses Generally, administrative expenses of the Plan are paid by the Company, except for various costs associated with processing notes receivable from participants, account management fees or expenses associated with investments within the self-directed brokerage account which are paid by the Plan, as provided in the Plan document.

Payment of Benefits Benefit payments to participants are recorded upon distribution.

New Accounting Pronouncements - In January 2010, the FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures, (ASU No. 2010-06) which amended ASC Topic 820, Fair Value Measurements and Disclosures, (ASC Topic 820) by requiring disclosure of significant transfers between Levels 1 and 2 and transfers into and out of Level 3 of the fair value hierarchy and the reasons for those transfers. In addition, ASU No. 2010-06 amends the reconciliation of the beginning and ending balances of Level 3 recurring fair value measurements to present information about purchases, sales, issuances, and settlements on a gross basis rather than as a net number. Finally, ASU No. 2010-06 requires fair value disclosures for each class of assets and liabilities and changes the guidance for employers disclosure about pension and other postretirement benefit plan assets to require that they be made for classes of assets instead of major categories. ASU No. 2010-06 was effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which is effective for fiscal years beginning after December 15, 2010. The Plan adopted the required provisions of ASU No. 2010-06 on January 1, 2010. The adoption of ASU No. 2010-06 did not have a material impact on the Plan s financial statements.

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In September 2010, the FASB issued ASU No. 2010-25, Plan Accounting-Defined Contribution Pension Plans: Reporting Loans to Participants by Defined Contribution Pension Plans, (ASU No. 2010-25) which amended ASC Topic 962, Plan Accounting Defined Contribution Pension Plans, adding new disclosure requirements for participant loans. ASU No. 2010-25 requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010, with early adoption permitted. The adoption of ASU No. 2010-25 required the Plan to retrospectively classify participant loans as notes receivable from participants rather than as Plan investments for the year ended December 31, 2009 as reported in the statements of net assets available for benefits. Prior to the adoption of ASU No. 2010-25, the Plan included the amount of notes receivable from participants of $865,867 in the line titled Loans to participants, stated at fair value in the statements of net assets available for benefits.

Subsequent events The Company has evaluated subsequent events through June 24, 2011, which is the date these financial statements were issued. All subsequent events, if any, requiring recognition as of December 31, 2010, have been incorporated into these financial statements.

NOTE 3 FAIR VALUE MEASUREMENTS

ASC Topic 820 established a framework for measuring fair value that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset s or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2010 and 2009.

- Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end by obtaining quoted prices on nationally recognized securities exchanges. Some of the mutual funds include investments in real estate, which is valued based on appraised values.
- Shares of common stock are valued at the closing price reported on the active market on which the individual securities are traded.
- Units of participation of the common /collective trust are valued by the fund s Trustee based on the fair values of the underlying assets of the fund at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following tables set forth by level, within the fair value hierarchy, the investments included in the Master Trust at fair value as of December 31, 2010 and 2009, respectively:

	Assets at Fair Value as of December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds:				
Index funds	$ 49,601,003	$	$	$ 49,601,003
Lifestyle funds	24,031,067			

G24182100 00001836
00046717 SH
DEFINED 02
00018362 00019224
00009131 D
INGERSOLL-RAND
CO COM
G4776G101
00016885 00369793
SH DEFINED 02
00125113 00120822
00123858 D
INGERSOLL-RAND
CO COM
G4776G101
00000038 00000850
SH DEFINED 03
00000550 00000000
00000300 D
O2MICRO
INTERNATIONAL
LTD COM
G6797E106
00000470 00045400
SH DEFINED 06
00045400 00000000
00000000 D
RENAISSANCERE
HLDGS LTD COM
G7496G103
00001517 00041475
SH DEFINED 02
00000450 00020025
00021000 D
TRANSOCEAN INC
COM G90078109
00003651 00117234

SH DEFINED 02
00049781 00039024
00028429 D
TRANSOCEAN INC
COM G90078109
00000018 00000599
SH DEFINED 03
00000599 00000000
00000000 D
TRANSOCEAN INC
COM G90078109
00000009 00000300
SH DEFINED 04
00000300 00000000
00000000 D
TRANSOCEAN
SEDCO FOREX
COM G90078109
00000742 00023825
SH DEFINED 06
00023825 00000000
00000000 D XOMA
COM G9825R107
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SUMMARY 966
DATA RECORDS
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WHOSE BEHALF
REPORT IS FILED