

INTERNATIONAL PAPER CO /NEW/

Form 8-K/A

August 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): December 16, 2010**

**International Paper Company**

(Exact name of registrant as specified in its charter)

**Commission file number 1-3157**

**New York**  
(State or other jurisdiction  
of incorporation)

**13-0872805**  
(IRS Employer  
Identification No.)

**6400 Poplar Avenue, Memphis, Tennessee**  
(Address of principal executive offices)

**38197**  
(ZIP Code)

**Registrant's telephone number, including area code: (901) 419-7000**

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))

**SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Explanatory Note**

On December 22, 2010, International Paper Company (the Company) filed a Current Report on Form 8-K (the Original 8-K) to (i) disclose that the Company had entered into a Time Sharing Agreement (the Agreement) with John V. Faraci, Chairman and Chief Executive Officer of the Company, to allow him to reimburse the Company for the cost of his personal use of Company aircraft in excess of \$75,000 per year, and (ii) file a copy of the Agreement as an exhibit to the Original 8-K. The Company redacted certain information from the Agreement that was filed as an exhibit to the Original 8-K and requested confidential treatment from the Securities and Exchange Commission (the SEC) of such information. In addition, the Agreement was amended and restated as of May 16, 2011 to correct a typographical error and update contact information in the notice provision. Following correspondence with the SEC, the Company has now withdrawn its confidential treatment request relating to the Agreement. Accordingly, the Company is filing this Current Report on Form 8-K/A to amend the Original 8-K to refile as an exhibit and incorporate by reference in the filings a copy of the Agreement, as amended and restated, without redactions. All other information in the Original 8-K remains unchanged.

**SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being filed as part of this Report.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | Time Sharing Agreement, dated December 16, 2010, by and between John V. Faraci and the Company (amended and restated as of May 16, 2011). |

**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.

**International Paper Company**

Date: August 24, 2011

By: /s/ SHARON R. RYAN  
Name: Sharon R. Ryan  
Title: Vice President, Acting General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

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