

Rock-Tenn CO  
Form 425  
April 28, 2011

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **April 27, 2011**

**Rock-Tenn Company**

(Exact name of registrant as specified in charter)

**Georgia**

**001-12613**

**62-0342590**

(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)

of Incorporation)

**504 Thrasher Street, Norcross, Georgia 30071**

(Address of principal executive offices) (Zip Code)

**(770) 448-2193**

(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))

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**Item 8.01. Other Events**

On April 27, 2011, Rock-Tenn Company (“**RockTenn**”) issued a press release that announced that the Securities and Exchange Commission has declared effective the Form S-4 Registration Statement concerning the agreement and plan of merger between RockTenn and Smurfit-Stone Container Corporation (“**Smurfit-Stone**”). The Joint Proxy Statement/Prospectus contained in the registration statement will be mailed on or about April 29, 2011 to RockTenn shareholders and Smurfit-Stone stockholders of record as of April 8, 2011.

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

(c) Exhibits

99.1 April 27, 2011 Press Release

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**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.

ROCK-TENN COMPANY  
(Registrant)

Date: April 27, 2011 By: /s/ Robert B. McIntosh  
Robert B. McIntosh  
Executive Vice-President, General Counsel  
and Secretary

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**INDEX TO EXHIBITS**

**Exhibit Number and Description**

99.1 April 27, 2011 Press Release