

MERCER INTERNATIONAL INC.
Form 8-K
May 02, 2019

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): May 2, 2019

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--|--|--|
| Washington (State or other jurisdiction | 000-51826 (Commission | 47-0956945 (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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|--------------------------|--|
| Common Stock, par value \$1.00 per share | MERC | NASDAQ Global Select Market |

Item 2.02. Results of Operations and Financial Condition.

The information furnished under Item 2.02 of this Current Report shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 2, 2019, Mercer International Inc. (the Company) announced by press release the Company's results for its first quarter ended March 31, 2019. A copy of such press release is furnished as Exhibit 99.1 to this Current Report.

Item 8.01. Other Events.

On May 2, 2019, the Company announced by press release that its board of directors had authorized: (i) a quarterly cash dividend of \$0.1375 per share to be paid on July 3, 2019 to all shareholders of record on June 24, 2019; and (ii) a common stock repurchase program under which the Company may repurchase up to \$50 million of its shares over the next 12 months. A copy of such press release is furnished as Exhibit 99.2 to this Current Report.

Under the repurchase program, repurchases of shares of the Company's common stock may be made from time to time through the open market or in privately negotiated transactions, through block trades or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 under the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|--------------------|---------------------------------|
| 99.1 | Press release dated May 2, 2019 |
| 99.2 | Press release dated May 2, 2019 |

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EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | <u>Press release dated May 2, 2019</u> |
| 99.2 | <u>Press release dated May 2, 2019</u> |

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: May 2, 2019