

MERCER INTERNATIONAL INC.
Form 8-K
July 13, 2009

**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): July 13, 2009

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Washington

(State or other jurisdiction of incorporation or organization)

000-51826

(Commission File Number)

Suite 2840, 650 West Georgia Street, Vancouver, British Columbia, Canada V6B 4N8

(Address of Office)

(604) 684-1099

(Registrant's telephone number, including area code)

47-0956945

(I.R.S. Employer Identification No.)

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))
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ITEM 8.01. OTHER EVENTS.

On July 13, 2009, Mercer International Inc. (the Company) announced an offer to exchange (the Exchange Offer) any and all of its outstanding 8.5% Convertible Senior Subordinated Notes due 2010 (the Old Notes). Under the terms of the Exchange Offer, holders of the Old Notes may exchange each \$1,000 principal amount of the Old Notes for (i) 129 shares of the Company s common stock; plus (ii) a premium of \$200 in principal amount of the Company s new 3% convertible senior subordinated notes due 2012; and (iii) accrued and unpaid interest in respect of the Old Notes.

The Exchange Offer will expire at 5:00 p.m., New York City time, on August 11, 2009 (the Expiration Date), unless extended or earlier terminated by the Company. Tendered Old Notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the Expiration Date. The terms and conditions of the Exchange Offer are described in the offering circular and related letter of transmittal, each dated July 13, 2009.

A copy of the Company s press release announcing the Exchange Offer is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No. Description

99.1 Press Release dated July 13, 2009

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 M. Gandossi
David M. Gandossi
Chief Financial Officer

Date: July 13, 2009

**MERCER INTERNATIONAL INC.
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EXHIBIT INDEX**

| Exhibit Number | Description |
|-----------------------|-----------------------------------|
| 99.1 | Press release dated July 13, 2009 |