

WEYERHAEUSER CO  
Form 10-K/A  
March 09, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-4825

WEYERHAEUSER COMPANY

A WASHINGTON CORPORATION

91-0470860

(IRS EMPLOYER IDENTIFICATION NO.)

33663 WEYERHAEUSER WAY SOUTH, FEDERAL WAY, WASHINGTON 98063-9777 TELEPHONE

(253) 924-2345

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

| TITLE OF EACH CLASS   | NAME OF EACH EXCHANGE ON WHICH REGISTERED:        |
|---|---|
| Common Shares (\$1.25 par value)  | Chicago Stock Exchange<br>New York Stock Exchange |
| 6.375% Mandatory Convertible Preference Shares, Series A (\$1.00 par value) | New York Stock Exchange                           |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

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As of June 30, 2014, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$19.1 billion based on the closing sale price as reported on the New York Stock Exchange Composite Price Transactions.

As of January 30, 2015, 524,997,504 shares of the registrant's common stock (\$1.25 par value) were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Notice of 2015 Annual Meeting of Shareholders and Proxy Statement for the company's Annual Meeting of Shareholders to be held May 22, 2015, are incorporated by reference into Part II and III.

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) is being filed to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (“Original Filing”), filed with the U.S. Securities and Exchange Commission on February 13, 2015 (“Original Filing Date”). The sole purpose of this Amendment No. 1 is to correct the cover page of the Form of Weyerhaeuser Company Executive Severance Agreement filed as Exhibit 10(B) to the Original Filing which inadvertently omitted a sentence relating to the severance amounts payable to our executive officers. The Form of Weyerhaeuser Company Executive Severance Agreement has not changed from the version that was entered into by the Company’s executive officers in January 2014.

Except as described above, no changes have been made to the Original Filing and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

## EXHIBITS

10(b) Form of Executive Severance Agreement

31 Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended

## SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WEYERHAEUSER COMPANY

Date: March 9, 2015

By: /s/ PATRICIA M. BEDIENT

Patricia M. Bedient

Executive Vice President and Chief Financial Officer