

MERCER INTERNATIONAL INC.  
 Form 4  
 February 27, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GANDOSSI DAVID M**

2. Issuer Name and Ticker or Trading Symbol  
**MERCER INTERNATIONAL INC.  
 [MERC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**SUITE 1120, 700 WEST PENDER STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and President**

**VANCOUVER, A1 V6C 1G8**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/23/2017                           |  | M                              |   | 36,898  | A  | \$ 0 <sup>(1)</sup> 254,163                           |
| Common Stock                    | 02/23/2017                           |  | F                              |   | 18,449  | D  | \$ 12.33 235,714 <sub>(2)</sub>                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units                    | \$ 0   | 02/23/2017                           |  | A                              | 36,898<br>(3)   | (3)      (3)   | Common Stock  | 36,898                     |
| Performance Share Units                    | \$ 0   | 02/23/2017                           |  | M                              | 36,898<br>(1)   | (1)      (1)   | Common Shares   | 36,898                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| GANDOSSI DAVID M<br>SUITE 1120<br>700 WEST PENDER STREET<br>VANCOUVER, A1 V6C 1G8 | X             |           | CEO and President |       |

## Signatures

/s/ David M. Gandossi                      02/27/2017

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the conversion of vested performance share units ("PSUs").
- (2) Represents the average of the intraday high and low trading price on February 23, 2017.  
Represents the vesting on February 23, 2017 of PSUs awarded to the reporting person based on the achievement of certain specified performance criteria, including company performance, share price performance and individual performance during the 2014 to 2016 performance period.
- (3) performance criteria, including company performance, share price performance and individual performance during the 2014 to 2016 performance period.

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