

MERCER INTERNATIONAL INC.  
Form POS AM  
March 04, 2009

As filed with the Securities and Exchange Commission on March 3, 2009

Registration No. 333-38317

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

**Post-Effective Amendment No. 2  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MERCER INTERNATIONAL INC.**  
*(Exact name of registrant as specified in its charter)*

**Washington**  
*(State or other jurisdiction of  
incorporation or organization)*

**47-0956945**  
*(I.R.S. Employer  
Identification Number)*

**Suite 2840, 650 West Georgia Street  
Vancouver, British Columbia  
Canada, V6B 4N8  
(604) 684-1099**

*(Address, including zip code, and telephone number, including area code, of registrant's office)*

**AMENDED AND RESTATED 1992 NON-QUALIFIED STOCK OPTION PLAN**

*(Full title of the plan)*

**David M. Gandossi  
Mercer International Inc.  
Suite 2840, 650 West Georgia Street  
Vancouver, British Columbia  
Canada, V6B 4N8  
(604) 684-1099**

*(Name, address and telephone number of agent for service)*

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this form is a post-effective amendment to a registration statement filed pursuant to General Information I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**SIGNATURES**

**DEREGISTRATION OF SECURITIES**

On October 21, 1997, Mercer International Inc. (the Registrant ) filed with the Securities and Exchange Commission a registration statement on Form S-8, as amended (Registration No. 333-38317) (the Registration Statement ). In accordance with the undertaking contained in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement which remain unsold at the termination of the offering, the Registrant hereby removes from registration all securities of the Registrant registered under the Registration Statement which remain unsold as of the termination of the offering.

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**SIGNATURES**

Pursuant to the requirements of the *Securities Act of 1933*, the Registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, Canada on March 3, 2009.

**MERCER INTERNATIONAL INC.**

By: /s/ Jimmy S.H. Lee  
Name: Jimmy S.H. Lee  
Title: Chief Executive Officer

Pursuant to the requirements of the *Securities Act of 1933*, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature:</b>                                | <b>Title:</b>           | <b>Date:</b>  |
|--|-------------------------|---------------|
| /s/ Jimmy S.H. Lee<br>Jimmy S.H. Lee             | Chief Executive Officer | March 3, 2009 |
| /s/ David M. Gandossi<br>David M. Gandossi       | Chief Financial Officer | March 3, 2009 |
| /s/ Guy W. Adams<br>Guy W. Adams                 | Director                | March 3, 2009 |
| /s/ Eric Lauritzen<br>Eric Lauritzen             | Director                | March 3, 2009 |
| /s/ William D. McCartney<br>William D. McCartney | Director                | March 3, 2009 |
| /s/ Graeme A. Witts<br>Graeme A. Witts           | Director                | March 3, 2009 |
| /s/ Kenneth A. Shields<br>Kenneth A. Shields     | Director                | March 3, 2009 |
| /s/ George Malpass<br>George Malpass             | Director                | March 3, 2009 |