

MERCER INTERNATIONAL INC.
Form 8-K
November 12, 2010

**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): November 11, 2010

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

| | | |
|--|--|--|
| Washington (State or other Jurisdiction of Incorporation) | 000-51826 (Commission File Number) | 47-0956945 (IRS Employer Identification No.) |
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|---|------------------------------|
| Suite 2840, 650 West Georgia Street, Vancouver, British Columbia, Canada (Address of Principal Executive Offices) | V6B 4N8 (Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: **(604) 684-1099**

(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:

- 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))

ITEM 8.01 OTHER EVENTS.

On November 11, 2010, Mercer International Inc. (the Company) announced by press release the pricing of the Company s previously announced private offering of \$300 million aggregate amount of senior notes (the New Notes). The New Notes will bear interest at 9.5%, mature in 2017 and will be issued at a price of 100% of their principal amount. A copy of the Company s press release is attached hereto as Exhibit 99.1.

The New Notes are being offered only to qualified institutional buyers , as defined in Rule 144A under the *Securities Act of 1933*, as amended (the Securities Act) and to non-U.S. persons outside the United States under Regulation S of the Securities Act.

This report does not constitute an offer to sell, or the solicitation of an offer to purchase, securities. Any offers of the securities will be made only by means of a private offering memorandum. The securities have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated November 11, 2010, relating to the pricing of a private offering of senior notes by Mercer International Inc. |

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: November 11, 2010

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EXHIBIT INDEX

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