

MERCER INTERNATIONAL INC.
Form 4
July 11, 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 *
KELLOGG PETER R

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)
48 WALL STREET, C/O IAT
REINSURANCE CO. LTD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10005

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

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 07/07/2017 | | P | 16,974 A \$ 10.998 (1) | 1,466,974 | I | Via Bermuda Partners |
| Common Stock | 07/10/2017 | | P | 25,000 A \$ 11.249 (2) | 125,000 | I | Via Peter and Cynthia Kellogg Foundation |
| Common Stock | | | | | 150,000 | D | |
| Common | | | | | 1,292,500 | I | Via Spouse |

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| | | | |
|--------------|------------|---|--|
| Stock | | | |
| Common Stock | 185,000 | I | Via E.G. Anderson Inc. |
| Common Stock | 100,000 | I | Via Non Marital PRK Trust |
| Common Stock | 54,000 | I | Via Mill River Farm |
| Common Stock | 20,000 | I | Via C. Kellogg & P Kellogg TTEE U/W Charles A Kirkland Trust |
| Common Stock | 13,461,837 | I | Via IAT ReInsurance Co. Ltd. |
| Common Stock | 35,000 | I | Via the Myth and Barnegat Restoration Society, Inc. |
| Common Stock | 5,000 | I | Via C. Kellogg & P Kellogg TTEE U/W Anne Kirkland Trust |
| Common Stock | 1,000 | I | Via Cardia Company Inc. |
| Common Stock | 100,000 | I | Via Acceptance Casualty |
| Common Stock | 225,000 | I | Via Acceptance Indemnity |
| Common Stock | 1,000,000 | I | Via Harco |
| Common Stock | 503,030 | I | Via Occidental |
| | 538,426 | I | |

| | | | | | | | |
|-----------------|--|--|--|---------|---|--|-------------------|
| Common Stock | | | | | | | Via Transguard |
| Common Stock | | | | 628,030 | I | | Via Wilshire |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLOGG PETER R 48 WALL STREET C/O IAT REINSURANCE CO. LTD NEW YORK, NY 10005 | | | X | |

Signatures

/s/ Marguerite Gorman,
attorney-in-fact

07/11/2017

**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) This transaction was executed in multiple trades at prices ranging from \$10.995 to \$11.00. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of

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the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) This transaction was executed in multiple trades at prices ranging from \$11.245 to \$11.25. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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