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MERCER INTERNATIONAL INC.

Form S-4 POS

May 01, 2012

As filed with the Securities and Exchange Commission on May 1, 2012

Registration No. 333-179809

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

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-4

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) | 2611 (Primary Standard Industrial Classification Code Number) Suite 1120, 700 West Pender Street | 47-0956945 (I.R.S. Employer Identification No.) |
|--|---|--|

Vancouver, British Columbia

Canada, V6C 1G8

(604) 684-1099

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

David M. Gandossi

Suite 1120

700 West Pender Street

Vancouver, British Columbia, Canada V6C 1G8

(604) 684-1099

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

H.S. Sangra, Esq.

Sangra Moller LLP

1000 Cathedral Place, 925 West Georgia Street

Vancouver, B.C. V6C 3L2

(604) 662-8808

Approximate date of commencement of proposed sale to the public: Not Applicable

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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 post-effective amendment filed pursuant to Rule 462(d) 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. "

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. (Check one):

| | | | |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

This Post-Effective Amendment No. 1 to the registration statement on Form S-4 (Registration No. 333-179809) shall become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

DEREGISTRATION OF SECURITIES

Mercer International Inc. (the Company) filed with the Securities and Exchange Commission a registration statement on Form S-4, as amended (Registration No. 333-179809) (the Registration Statement), which registered 15,000,000 shares of the Company's common stock (the Common Stock) in connection with the Company's offer (the Offer) for all of the common shares of Fibrek Inc. (the Fibrek Shares). The Registration Statement was declared effective on April 9, 2012.

The Offer expired on April 27, 2012 (the Expiry Time). The Offer was conditioned upon, among other things, at least 50.1% of the outstanding Fibrek Shares, on a fully-diluted basis, having been tendered thereunder, which was not met as of the Expiry Time. Accordingly, the Company will not acquire any Fibrek Shares that were tendered under the Offer and will not issue any shares of Common Stock in connection with the Offer.

In accordance with the Company's undertaking in Item 22 under Part II of the Registration Statement, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all 15,000,000 shares of Common Stock registered in connection with the Offer.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 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 the 1st day of May, 2012.

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. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature: | Title: | Date: |
|----------------------|---|-------------|
| /s/ Jimmy S.H. Lee | Chairman, Chief Executive Officer and Director (Principal Executive Officer) | May 1, 2012 |
| Jimmy S.H. Lee | | |
| /s/ David M Gandossi | Secretary, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | May 1, 2012 |
| David M. Gandossi | | |
| * | Director | May 1, 2012 |
| Guy W. Adams | | |
| * | Director | May 1, 2012 |
| Eric Lauritzen | | |
| * | Director | May 1, 2012 |
| William D. McCartney | | |
| * | Director | May 1, 2012 |
| Graeme A. Witts | | |
| * | Director | May 1, 2012 |
| Bernard Picchi | | |
| * | Director | May 1, 2012 |
| James Shepherd | | |

*By: /s/ Jimmy S.H. Lee
 Jimmy S.H. Lee
 Attorney-in-Fact

