

MERCER INTERNATIONAL INC.

Form 8-K

September 24, 2009

**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): September 24, 2009**

**MERCER INTERNATIONAL INC.**

*(Exact name of Registrant as specified in its charter)*

**Washington**

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

**000-51826**

*(Commission File Number)*

**Suite 2840, 650 West Georgia Street, Vancouver, British Columbia, Canada V6B 4N8**

*(Address of Office)*

**(604) 684-1099**

*(Registrant's telephone number, including area code)*

**47-0956945**

*(I.R.S. Employer Identification No.)*

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 (see General Instruction A.2. below):

- 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))
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**ITEM 8.01. OTHER EVENTS.**

On September 24, 2009, Mercer International Inc. (the Company ) announced the expiration and results of its offer to exchange (the Exchange Offer ) any and all of its outstanding 8.5% Convertible Senior Subordinated Notes due 2010 (the Old Notes ) previously commenced on July 13, 2009, extended on each of August 11, 2009 and August 25, 2009, and amended on September 9, 2009.

The Exchange Offer expired at 5:00 p.m., New York City time, on September 23, 2009. Under the terms of the Exchange Offer, holders of the Old Notes were offered to exchange each \$1,000 principal amount of the Old Notes for: (i) \$1,000 in principal amount of Mercer s new 8.5% Convertible Senior Subordinated Notes due October 2011 (the New Notes ); *plus* (ii) a premium of 17 shares of Mercer common stock ( Common Stock ); *plus* (iii) a premium of 15 warrants to purchase one share of Common Stock per warrant (the Warrants ); and (iv) accrued and unpaid interest on the Old Notes to, but excluding, the settlement date of the Exchange Offer.

A copy of the Company s press release announcing the expiration and results of the Exchange Offer is attached hereto as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated September 24, 2009

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**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: September 24, 2009

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EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated September 24, 2009