

Verso Paper Holdings LLC

Form 8-K

January 23, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**January 22, 2013**

**Date of Report (Date of earliest event reported)**

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**Verso Paper Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**

**(State of Incorporation  
or Organization)**

**001-34056**

**(Commission File Number)**

**75-3217389**

**(IRS Employer  
Identification  
Number)**

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**Verso Paper Holdings LLC**

(Exact name of registrant as specified in its charter)

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**Delaware**

**(State of Incorporation  
or Organization)**

**333-142283**

**(Commission File Number)**

**56-2597634**

**(IRS Employer  
Identification  
Number)**

**6775 Lenox Center Court, Suite 400**

**Memphis, Tennessee 38115-4436**

**(Address, including zip code, of principal executive offices)**

**(901) 369-4100**

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

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)

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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 7.01 Regulation FD Disclosure.**

On January 22, 2013, Verso Paper Corp. and Verso Paper Holdings LLC (“Verso Holdings”) reported that Verso Holdings, Verso Paper Inc. (together with Verso Holdings, the “Issuers”) and Verso Paper Finance Holdings LLC (“Verso Finance Holdings”) intend to enter into privately negotiated transactions with certain lenders that hold loans (the “Holdco Loans”) under Verso Finance Holdings’ credit agreement (the “Holdco Lenders”), pursuant to which the Issuers would issue new first lien notes (the “New Notes”) to the Holdco Lenders in exchange for the assignment to Verso Finance Holdings of their Holdco Loans and the cancellation of such Holdco Loans. The Issuers and Verso Finance Holdings can provide no assurance that any such transactions will be consummated.

This disclosure shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

The Registrants are furnishing the foregoing information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrants’ filings under the Securities Act, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of the Registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 22, 2013

**VERSO PAPER CORP.**

By: /s/ Robert P. Mundy  
Robert P. Mundy  
Senior Vice President and Chief Financial Officer

**VERSO PAPER HOLDINGS LLC**

By: /s/ Robert P. Mundy  
Robert P. Mundy  
Senior Vice President and Chief Financial Officer