

MERCER INTERNATIONAL INC.

Form POS AM

November 30, 2012

As filed with the Securities and Exchange Commission on November 30, 2012.

Registration No. 333-162572

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**To**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MERCER INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

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

**47-0956945**  
(I.R.S. Employer

Identification Number)

**Suite 1120, 700 West Pender Street**

**Vancouver, British Columbia**

**Canada, V6C 1G8**

**(604) 684-1099**

(Address, including zip code, and telephone number, including area code, of registrant's office)

**David M. Gandossi**

**Suite 1120, 700 West Pender Street**

**Vancouver, British Columbia**

**Canada, V6C 1G8**

**(604) 684-1099**

(Name, address and telephone number of agent for service)

*Copies to:*

**H.S. Sangra, Esq**

**Sangra Moller LLP**

**1000 Cathedral Place, 925 West Georgia Street**

**Vancouver, British Columbia, Canada V6C 3L2**

**(604) 662-8808**

**Andrew Bond, Esq.**

**Davis Wright Tremaine LLP**

**Suite 2200, 1201 Third Avenue**

**Seattle, WA 98101-3045**

**(206) 757-8325**

Approximate date of commencement of proposed sale to the public: Not applicable.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) 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. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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 Securities Exchange Act of 1934.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-162572) of the registrant filed with the Securities and Exchange Commission on October 19, 2009 (the "Registration Statement") hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and not otherwise sold thereunder.

In accordance with the registrant's undertaking in Part II, Item 17(3) of the Registration Statement, the registrant is deregistering by means of this post-effective amendment any securities remaining unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the *Securities Act of 1933*, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and 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 November 30, 2012.

**MERCER INTERNATIONAL INC.**

By: \*  
 Name: Jimmy S.H. Lee  
 Title: Chairman, Chief Executive Officer, and Director

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:             |
|-----------------------|-----------------------------------------------------------------------------------------------------------------|-------------------|
| *                     | Chairman, Chief Executive Officer and Director<br>(Principal Executive Officer)                                 | November 30, 2012 |
| Jimmy S.H. Lee        |                                                                                                                 |                   |
| /s/ David M. Gandossi | Secretary, Executive Vice President and Chief Financial<br>Officer (Principal Financial and Accounting Officer) | November 30, 2012 |
| David M. Gandossi     |                                                                                                                 |                   |
| *                     | Director                                                                                                        | November 30, 2012 |
| Eric Lauritzen        |                                                                                                                 |                   |
| *                     | Director                                                                                                        | November 30, 2012 |
| William D. McCartney  |                                                                                                                 |                   |
| *                     | Director                                                                                                        | November 30, 2012 |
| Graeme A. Witts       |                                                                                                                 |                   |
| *                     | Director                                                                                                        | November 30, 2012 |
| Guy W. Adams          |                                                                                                                 |                   |
| /s/ James Shepherd    | Director                                                                                                        | November 30, 2012 |
| James Shepherd        |                                                                                                                 |                   |
| /s/ Bernard Picchi    | Director                                                                                                        | November 30, 2012 |
| Bernard Picchi        |                                                                                                                 |                   |
| /s/ Keith Purchase    | Director                                                                                                        | November 30, 2012 |
| Keith Purchase        |                                                                                                                 |                   |

\*By: */s/ David M. Gandossi*  
David M. Gandossi  
Pursuant to Power of Attorney