

Verso Paper Corp.
Form S-4MEF
August 01, 2014

As filed with the Securities and Exchange Commission on August 1, 2014

No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERSO PAPER CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation
or organization)

2621
(Primary Standard Industrial
Classification Code Number)
6775 Lenox Center Court, Suite 400

75-3217389
(I.R.S. Employer
Identification No.)

Memphis, TN 38115-4436

(901) 369-4100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David J. Paterson

President and Chief Executive Officer

Verso Paper Corp.

6775 Lenox Center Court, Suite 400

Memphis, TN 38115-4436

(901) 369-4100

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

| | | | |
|---------------------------------|--|---|------------------------------------|
| Taurie M. Zeitzer | George F. Martin | Gregory A. Ezring | Joseph Frumkin |
| Joshua N. Korff | President and Chief Executive Officer | David S. Huntington | Melissa Sawyer |
| Michael Kim | NewPage Holdings Inc. | Paul, Weiss, Rifkind, Wharton & Garrison LLP | Sullivan & Cromwell LLP |
| Kirkland & Ellis LLP | 8540 Gander Creek Drive | 1285 Avenue of the Americas | 125 Broad Street |
| 601 Lexington Avenue | Miamisburg, OH 45342 | New York, New York | New York, NY 10004 |
| New York, New York | | 10019 | |
| 10022 | | | |

Phone: (212) 373-3000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the joint proxy statement/prospectus.

If the securities being registered on this form are being 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 Registration No. 333-193794

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 Accelerated filer

Non-accelerated filer Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities | Amount | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Amount of |
|--|-------------------------------|--|-----------------------------------|---------------------------|
| to be Registered | to be Registered | Per Share | Offering Price (2) | Registration Fee |
| Common Stock, \$0.01 par value per share | 400,000 shares ⁽¹⁾ | N/A | \$9,000,000 ⁽²⁾ | \$1,159.20 ⁽³⁾ |

(1) Represents the maximum number of additional shares of common stock, par value \$0.01 per share (Verso common stock), of Verso Paper Corp. (Verso) estimated to be issued upon the completion of the acquisition by Verso of NewPage Holdings Inc. (NewPage) (the Merger). Verso has previously registered 14,100,000 shares of

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Verso common stock pursuant to the registration statement on Form S-4 (Registration No. 333-193794), which was declared effective on July 11, 2014.

- (2) Estimated solely for the purpose of calculating the registration fee and calculated in accordance with Rule 457(f)(2) and Rule 457(f)(3) of the Securities Act, based on the incremental change in book value of the NewPage common stock from September 30, 2013 to March 31, 2014.
- (3) A registration fee of \$72,514.40 was previously paid in connection with Verso's registration statement on Form S-4 (Registration No. 333-193794) for the registration of 14,100,000 shares of Verso common stock. An additional registration fee of \$1,159.20 is being paid for the registration of an additional 400,000 shares of Verso common stock in accordance with Section 6(b) of the Securities Act at a rate equal to \$128.80 per \$1,000,000 of the proposed maximum aggregate offering price.

This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 400,000 shares of Verso common stock for issuance to the NewPage stockholders as part of the Merger Consideration pursuant to the Merger Agreement (as defined in the Registration Statement on Form S-4 (Registration No. 333-193794) incorporated by reference herein). Verso has previously registered 14,100,000 shares of Verso common stock by means of a currently effective registration statement on Form S-4 (Registration No. 333-193794).

INCORPORATION OF DOCUMENTS BY REFERENCE

This registration statement incorporates by reference the contents of the Registration Statement on Form S-4 (Registration No. 333-193794), including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index attached to and filed with this registration statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules

(a) Exhibits.

| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 5.1 | Opinion of Kirkland & Ellis LLP, as to the legality of the securities being issued |
| 23.1 | Consent of Deloitte & Touche LLP (Verso) |
| 23.2 | Consent of Deloitte & Touche LLP (Verso Holdings) |
| 23.3 | Consent of PricewaterhouseCoopers LLP |
| 23.4 | Consent of Kirkland & Ellis LLP (included in Exhibit 5.1) |

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on August 1, 2014.

VERSO PAPER CORP.

By: /s/ David J. Paterson
 David J. Paterson
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| /s/ David J. Paterson David J. Paterson | President, Chief Executive Officer and Director (Principal Executive Officer) | August 1, 2014 |
| /s/ Robert P. Mundy Robert P. Mundy | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 1, 2014 |
| /s/ Michael E. Ducey Michael E. Ducey | Director | August 1, 2014 |
| /s/ Thomas Gutierrez Thomas Gutierrez | Director | August 1, 2014 |
| /s/ Scott M. Kleinman Scott M. Kleinman | Director | August 1, 2014 |
| /s/ David W. Oskin David W. Oskin | Director | August 1, 2014 |
| /s/ Eric L. Press Eric L. Press | Director | August 1, 2014 |
| /s/ L.H. Puckett, Jr. L.H. Puckett, Jr. | Director | August 1, 2014 |

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L.H. Puckett, Jr.

/s/ Reed B. Rayman

Director

August 1, 2014

Reed B. Rayman

/s/ David B. Sambur

Director

August 1, 2014

David B. Sambur

II-2

EXHIBIT INDEX

Exhibit

Number

Exhibit Description

| | |
|------|--|
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II-3