

Domtar CORP
Form 8-K
June 09, 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

June 9, 2009 (June 3, 2009)

Date of Report (Date of earliest event reported):

DOMTAR CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

001-33164
(Commission file number)

395 de Maisonneuve Blvd. West

20-5901152
(I.R.S. Employer

Identification Number)

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Montreal, Quebec

Canada H3A 1L6

(Address of principal executive offices)

(514) 848-5555

(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)
- ☐ 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))

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On June 9, 2009, Domtar Corporation (the "Company"), issued \$400,000,000 aggregate principal amount of its 10.75% Notes due 2017 (the "Notes"). The Notes were issued pursuant to the Indenture, dated as of November 19, 2007, among the Company, Domtar Paper Company, LLC and The Bank of New York Mellon (as successor to The Bank of New York), as trustee (the "Trustee"), as amended by the Supplemental Indenture, dated as of February 15, 2008, among the Company, the subsidiary guarantors named therein and the Trustee and the Second Supplemental Indenture, dated as of February 20, 2008, among the Company, the subsidiary guarantors named therein and the Trustee, and as further supplemented by the Third Supplemental Indenture, dated as of June 9, 2009, among the Company, the subsidiary guarantors named therein and the Trustee providing for the Notes (the "Third Supplemental Indenture").

The Notes were sold pursuant to an effective automatic shelf registration statement on Form S-3 (the "Registration Statement") (File No. 333-159690) which became effective upon filing with the Securities and Exchange Commission on June 3, 2009. The closing of the sale of the Notes occurred on June 9, 2009. The Third Supplemental Indenture (including the form of the Notes) is filed as Exhibit 4.1 hereto and is incorporated by reference herein.

Item 8.01 Other Events.

In connection with the issuance and sale of the Notes, the Company entered into the Underwriting Agreement, dated June 3, 2009 (the "Underwriting Agreement"), among the Company, the subsidiary guarantors named therein and J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the underwriters named in Schedule 1 thereto. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto.

A copy of (i) the opinion of Debevoise & Plimpton LLP, relating to the validity of the Notes and the subsidiary guarantees, is filed as Exhibit 5.1 hereto, (ii) the opinion of Hooper, Hathaway, Price, Beuche & Wallace, P.C., relating to certain legal matters relating to the subsidiary guarantee of Port Huron Fiber Corporation, is filed as Exhibit 5.2 hereto, (iii) the opinion of Pierce Atwood LLP, relating to certain legal matters relating to the subsidiary guarantee of St. Croix Water Power Company, is filed as Exhibit 5.3 hereto, (iv) the opinion of Quarles and Brady LLP, relating to certain legal matters relating to the subsidiary guarantee of Domtar Wisconsin Dam Corp., is filed as Exhibit 5.4 and (v) the opinions of Richards, Layton & Finger, P.A., relating to certain legal matters relating to the subsidiary guarantees of Domtar A.W. LLC, Domtar Maine LLC and Domtar Paper Company, LLC, are filed as Exhibit 5.5.

Item 9.01 Financial Statements and Exhibits.

The exhibits to this Current Report on Form 8-K are hereby incorporated by reference into the Registration Statement.

(d) Exhibits.

Exhibit

Number Exhibit Description

1.1	Underwriting Agreement, dated June 3, 2009, among Domtar Corporation, the subsidiary guarantors named therein and J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the underwriters named in Schedule 1 thereto.
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- 4.1 Third Supplemental Indenture, dated as of June 9, 2009, among Domtar Corporation, the subsidiary guarantors party thereto, and The Bank of New York Mellon (as successor to The Bank of New York), as trustee, providing for Domtar Corporation's 10.75% Notes due 2017.
- 5.1 Opinion of Debevoise & Plimpton LLP
- 5.2 Opinion of Hooper, Hathaway, Price, Beuche & Wallace, P.C.
- 5.3 Opinion of Pierce Atwood LLP
- 5.4 Opinion of Quarles & Brady LLP
- 5.5 Opinions of Richards, Layton & Finger, P.A.
- 23.1 Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1)
- 23.2 Consent of Hooper, Hathaway, Price, Beuche & Wallace, P.C. (contained in Exhibit 5.2)
- 23.3 Consent of Pierce Atwood LLP (contained in Exhibit 5.3)
- 23.4 Consent of Quarles & Brady LLP (contained in Exhibit 5.4)
- 23.5 Consent of Richards, Layton & Finger, P.A. (contained in Exhibit 5.5)

SIGNATURE

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.

DOMTAR CORPORATION

By: /s/ Razvan L. Theodoru
Name: Razvan L. Theodoru
Title: Vice-President and Secretary

Date: June 9, 2009

Exhibit Index

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