

KELLOGG PETER R  
Form 4  
December 11, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KELLOGG PETER R

2. Issuer Name and Ticker or Trading Symbol  
MERCER INTERNATIONAL INC.  
[MERC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
48 WALL STREET, C/O IAT  
INSURANCE CO LTD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2017

\_\_\_ Director \_\_\_X\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

NEW YORK, NY 10005

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |                            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |   |                            |
| Common Stock                    | 12/07/2017                           |  | P                              | 14,000  | A   | \$ 13.465 (1)  | 1,900,000   | I | Via Spouse                 |
| Common Stock                    | 12/08/2017                           |  | P                              | 1,986   | A   | \$ 13.4  | 13,475,000  | I | Via IAT Insurance Co. Ltd. |
| Common Stock                    | 12/08/2017                           |  | P                              | 1,257   | A   | \$ 13.45   | 410,000   | D |                            |
| Common Stock                    |                                      |  |                                |   |   |  | 975,000   | I | Via Peter and Cynthia      |

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|                 |           |   |  |  |
|-----------------|-----------|---|--|--|
|                 |           |   |  | Kellogg<br>Foundation  |
| Common<br>Stock | 800,000   | I |  | Via Non<br>Marital<br>PRK Trust  |
| Common<br>Stock | 2,000,000 | I |  | Via<br>Bermuda<br>Partners   |
| Common<br>Stock | 210,000   | I |  | Via E.G.<br>Anderson<br>Inc.   |
| Common<br>Stock | 54,000    | I |  | Via Mill<br>River Farm   |
| Common<br>Stock | 20,000    | I |  | Via C.<br>Kellogg & P<br>Kellogg<br>TTEE U/W<br>Charles A<br>Kirkland<br>Trust |
| Common<br>Stock | 35,000    | I |  | Via the<br>Myth and<br>Barnegat<br>Restoration<br>Society, Inc.                |
| Common<br>Stock | 5,000     | I |  | Via C.<br>Kellogg & P<br>Kellogg<br>TTEE U/W<br>Anne<br>Kirkland<br>Trust      |
| Common<br>Stock | 1,000     | I |  | Via Cardia<br>Company<br>Inc.  |
| Common<br>Stock | 100,000   | I |  | Via<br>Acceptance<br>Casualty  |
| Common<br>Stock | 225,000   | I |  | Via<br>Acceptance<br>Indemnity   |
| Common<br>Stock | 1,000,000 | I |  | Via Harco  |
| Common<br>Stock | 503,030   | I |  | Via<br>Occidental  |

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|              |         |   |                |
|--------------|---------|---|----------------|
| Common Stock | 538,426 | I | Via Transguard |
| Common Stock | 628,030 | I | Via Wilshire   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KELLOGG PETER R<br>48 WALL STREET<br>C/O IAT INSURANCE CO LTD<br>NEW YORK, NY 10005 |               | X         |         |       |

## Signatures

/s/ Marguerite Gorman,  
attorney-in-fact

12/11/2017

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares were purchased in multiple trades at prices ranging from \$13.445 to \$13.4705. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of

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the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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