

KELLOGG PETER R
Form 4
December 27, 2017

FORM 4

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

OMB APPROVAL

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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)
12/22/2017

___ 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/22/2017		P	20,000 A \$ 13.99 (1)	1,920,000	I	Via Spouse
Common Stock	12/26/2017		P	20,000 A \$ 14.277 (2)	1,940,000	I	Via Spouse
Common Stock					410,000	D	
Common Stock					13,475,000	I	Via IAT Insurance Co. Ltd.

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Common Stock	975,000	I	Via Peter and Cynthia Kellogg Foundation
Common Stock	800,000	I	Via Non Marital PRK Trust
Common Stock	2,000,000	I	Via Bermuda Partners
Common Stock	210,000	I	Via E.G. Anderson Inc.
Common Stock	54,000	I	Via Mill River Farm
Common Stock	20,000	I	Via C. Kellogg & P Kellogg TTEE U/W Charles A Kirkland Trust
Common Stock	35,000	I	Via the Myth and Barnegat Restoration Society, Inc.
Common Stock	5,000	I	Via C. Kellogg & P Kellogg TTEE U/W Anne Kirkland Trust
Common Stock	1,000	I	Via Cardia Company Inc.
Common Stock	100,000	I	Via Acceptance Casualty
Common Stock	225,000	I	Via Acceptance Indemnity
Common Stock	1,000,000	I	Via Harco

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Common Stock	630,000	I	Via Wilshire
Common Stock	540,000	I	Via Transguard
Common Stock	510,000	I	Via Occidental

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.

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(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. Nu
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Reporting Owners

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

Signatures

/s/ Marguerite Gorman,
attorney-in-fact

12/27/2017

__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).

The shares were purchased in multiple trades at prices ranging from \$13.80 to \$14.00. The price reported above reflects the weighted
(1) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

The shares were purchased in multiple trades at prices ranging from \$14.20 to \$14.3484. The price reported above reflects the weighted
(2) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of 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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