

Verso Paper Corp.  
Form 8-K

December 23, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **December 21, 2011**

**Verso Paper Corp.**  
(Exact Name of Registrant as Specified in Its Charter)

Commission file number: **001-34056**

**Delaware** **75-3217389**  
(State or Other Jurisdiction of incorporation or organization) (IRS Employer Identification Number)

**6775 Lenox Center Court, Suite 400** **(901) 369-4100**  
**Memphis, Tennessee 38115-4436** (Registrant's telephone number,  
(Address of principal executive offices) (Zip Code) 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 (see General Instructions A.2. below):

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))

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On December 21, 2011, the New York Stock Exchange notified us that we have fallen below the NYSE's continued listing standard relating to market capitalization. The NYSE requires that our average market capitalization over a consecutive 30 trading-day period be at least \$75 million. As of December 21, 2011, the date of the NYSE notice, our 30 trading-day average market capitalization was approximately \$66.6 million.

Under the applicable NYSE rules, we have 45 days from receipt of the NYSE notice to submit a plan to demonstrate our ability to achieve compliance with the market capitalization standard within 18 months. We intend to respond to the NYSE in a timely manner. In the meantime, our common stock will continue to be traded on the NYSE, subject to our compliance with other NYSE continued listing requirements.

On December 23, 2011, we issued a press release announcing that we had received the NYSE notice of noncompliance with the market capitalization standard. A copy of the news release is included as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is included with this report.

**Exhibit**

**Number Description of Exhibit**

99.1 News release issued by Verso Paper Corp. on December 23, 2011.

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**SIGNATURES**

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.

Date: December 23, 2011

**VERSO PAPER CORP.**

By: /s/ Robert P. Mundy

Robert P. Mundy

Senior Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit**

**Number      Description of Exhibit**

99.1          News release issued by Verso Paper Corp. on December 23, 2011.