

WATSA V PREM ET AL  
Form 4  
November 14, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**FAIRFAX FINANCIAL HOLDINGS LTD/ CAN**

(Last) (First) (Middle)

**95 WELLINGTON STREET WEST, SUITE 800**

(Street)

**TORONTO, A6 M5J 2N7**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**Resolute Forest Products Inc. [RFP]**

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

**11/06/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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, \$0.001 par value ("Common Stock")	11/06/2012		J		2,682,752	A	11
					21,661,542	I	

See Footnote (2)

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

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SEC 1474 (9-02)

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**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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, A1 V6C 3L3		X		
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
Northbridge Commercial Insurance Corp 55 UNIVERSITY AVENUE SUITE 1500 TORONTO, A6 M5J 2H7		X		

Northbridge Personal Insurance Corp  
 105 ADELAIDE STREET WEST  
 3RD FLOOR X  
 TORONTO, A6 M5H 1P9

TIG INSURANCE CO  
 250 COMMERCIAL STREET X  
 SUITE 5000  
 MANCHESTER, NH 03101

ODYSSEY REINSURANCE CO  
 300 FIRST STAMFORD PLACE X  
 STAMFORD, CT 06902

CLEARWATER INSURANCE CO  
 300 FIRST STAMFORD PLACE X  
 STAMFORD, CT 06902

## Signatures

/s/ V. Prem Watsa	11/14/2012
**Signature of Reporting Person	Date
/s/ V. Prem Watsa	11/14/2012
**Signature of Reporting Person	Date
/s/ V. Prem Watsa	11/14/2012
**Signature of Reporting Person	Date
/s/ V. Prem Watsa	11/14/2012
**Signature of Reporting Person	Date
/s/ Paul Rivett, Vice President, Operations	11/14/2012
**Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/14/2012
**Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/14/2012
**Signature of Reporting Person	Date
/s/ John J. Bator, Senior Vice President and Chief Financial Officer	11/14/2012
**Signature of Reporting Person	Date
/s/ Kirk Reische, Vice President	11/14/2012
**Signature of Reporting Person	Date
/s/ Kirk Reische, Vice President	11/14/2012
**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)

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On November 6, 2012, Resolute distributed Shares to its creditors from a disputed claim share reserve established in connection with Resolute's and its debtor affiliates' December 2010 emergence from the creditor protection proceedings (the "Distribution"). Pursuant to the Distribution, the Reporting Persons received Shares over a period of several days ending on November 14, 2012. The number of Shares to be received pursuant to the Distribution was indeterminable by the Reporting Persons prior to the actual receipt of Shares.

- (2) The Common Shares are held by Fairfax Financial Holdings Limited ("Fairfax"), certain of its subsidiaries and the pension plans of certain subsidiaries of Fairfax, including, following the transactions reported herein, 771,682 Common Shares held by Northbridge Commercial Insurance Corporation, 387,081 Common Shares held by Northbridge Personal Insurance Corporation, 1,732,421 Common Shares held by TIG Insurance Company, 11,037,649 Common Shares held by Odyssey Reinsurance Company, 1,659,121 Common Shares held by Clearwater Insurance Company, 254,359 Common Shares held by The North River Insurance Company, and 762,861 Common Shares held by United States Fire Insurance Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.