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MERCER INTERNATIONAL INC

Form DEFA14A

June 09, 2004

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. _____)

Filed by the Registrant /X/

Filed by a party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement
/ / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
/ / Definitive Proxy Statement
/ X / Definitive Additional Materials
/ / Soliciting Material Pursuant to Rule 14a-12

MERCER INTERNATIONAL INC.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

/ X / No fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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[GRAPHIC OMITED]

MERCER INTERNATIONAL INC.

June 9, 2004

Dear Shareholders of Mercer International Inc.:

At our 2004 annual meeting to be held on June 14, 2004, you will be asked to approve a new 2004 Stock Incentive Plan which has been adopted by our board of trustees. A copy of the plan is set out as an appendix to our definitive proxy statement relating to the meeting, which has been delivered to our shareholders. The company has made a minor amendment to section 7(j) of the plan to clarify the scope of any modifications to options granted under the plan. At the meeting, we will be asking shareholders to approve the plan in the form delivered to shareholders with this minor amendment. The following is the text of section 7(j) of the plan as amended:

"(j) MODIFICATION, EXTENSION AND RENEWAL OF OPTIONS. Within the limitations of the Plan, including the provisions of section 7(c) of the Plan, the Committee may modify, extend or renew outstanding Options. The foregoing notwithstanding, no modification of an Option shall, without the consent of the Optionee, materially adversely affect his or her rights or obligations under such Option or reduce the Exercise Price of any Options below the Exercise Price on the date of grant other than for adjustments resulting from subdivisions or consolidations of Shares, dividends payable in Stock, recapitalizations, spin-offs or similar occurrences as provided for in section 10(a) hereof."

A copy of the plan containing the amendment described above will be available for inspection by shareholders at the meeting.

Yours truly,

MERCER INTERNATIONAL INC.

/s/ David M. Gandossi

David M. Gandossi
Secretary

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