

INTERNATIONAL PAPER CO /NEW/

Form 8-K

July 08, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): July 8, 2014

International Paper Company

(Exact name of registrant as specified in its charter)

Commission file number 1-3157

New York

(State or other jurisdiction of incorporation)

13-0872805

(IRS Employer Identification No.)

6400 Poplar Avenue, Memphis, Tennessee

(Address of principal executive offices)

38197

(ZIP Code)

Registrant's telephone number, including area code: (901) 419-7000

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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:

- .. 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))

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 8, 2014, the Management Development and Compensation Committee of the Board of Directors of International Paper Company (the Company) approved the following new compensation amounts for Mark S. Sutton, effective June 1, 2014, to reflect his appointment as President and Chief Operating Officer of the Company:

Base salary of \$950,000 (increase of 27.7%);

Target short-term (annual) incentive compensation under the Company's Management Incentive Plan, or MIP, of \$803,700 (increase of 28.6%); and

Target long-term incentive compensation under the Company's Performance Share Plan, or PSP, of \$2,836,500 (increase of 42.4%).

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.

International Paper Company

Date: July 8, 2014

By: /s/ SHARON R. RYAN

Name: Sharon R. Ryan

Title: Senior Vice President, General Counsel and

Corporate Secretary