

ADAMS GUY W
Form 4
June 08, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAMS GUY W

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)
433 N. CAMDEN DR., #810
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

BEVERLY HILLS, CA 90210

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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. 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)
Common Stock	06/08/2012		J	(A) or (D) Amount (1) 5,000 A \$ 0	26,000	D	
Common Stock	06/08/2012		J	(A) or (D) Amount (2) 6,500 A \$ 0	60,000	D	
Common Stock	06/08/2012		J	(A) or (D) Amount (3) 5,000 A \$ 0	37,000	D	
Common Stock	06/08/2012		J	(A) or (D) Amount (4) 5,000 A \$ 0	9,000	D	
Common Stock	06/08/2012		J	(A) or (D) Amount (5) 5,000 A \$ 0	10,000	D	

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Common Stock 06/08/2012 J 5,000⁽⁶⁾ A \$ 0 93,685 D

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

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SEC 1474
(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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

ADAMS GUY W
433 N. CAMDEN DR.
#810
BEVERLY HILLS, CA 90210

X

Lauritzen Eric
C/O SUITE 1790-400 BURRARD STREET
VANCOUVER, A1 V6C 3A6

X

MCCARTNEY WILLIAM
1260 609 GRANVILLE ST
PO BOX 10365 VANCOUVER
BRITISH COLUMBIA CANADA, A1 00000

X

Purchase Keith
SUITE 1120
700 WEST PENDER STREET
VANCOUVER, A1 V6C 1G8

X

X

Shepherd James
650 WEST GEORGIA STREET
SUITE 2840
VANCOUVER, A1 V6B 4N8

WITTS GRAEME
L HERMITAGE LES VARINES
ST SAVIOUR JERSEY
COUNTRY CHANNEL ISLANDS, X0 00000

X

Signatures

/s/ Guy Adams 06/08/2012

 **Signature of Date
Reporting Person

/s/ Eric
Lauritzen 06/08/2012

 **Signature of Date
Reporting Person

/s/ William
McCartney 06/08/2012

 **Signature of Date
Reporting Person

/s/ Keith
Purchase 06/08/2012

 **Signature of Date
Reporting Person

/s/ James
Shepherd 06/08/2012

 **Signature of Date
Reporting Person

/s/ Graeme Witts 06/08/2012

 **Signature of Date
Reporting Person

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).

Mr. Adams was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as
(1) an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

Mr. Lauritzen was granted 6,500 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as
(2) Lead Director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

Mr. McCartney was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as
(3) an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

(4)

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Mr. Purchase was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

- (5) Mr. Shepherd was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

- (6) Mr. Witts was granted 5,000 restricted shares of common stock by Mercer International Inc. ("Mercer") in connection with his role as an independent director of Mercer. These shares vest and become non-forfeitable on June 8, 2013, unless a change in control of Mercer occurs prior to such date, in which case such shares vest immediately upon the occurrence of such change in control.

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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