

MERCER INTERNATIONAL INC.  
Form 4/A  
September 16, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KELLOGG PETER R**

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)  
**48 WALL STREET, C/O IAT REINSURANCE CO. LTD**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/31/2014**

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

**NEW YORK, NY 10005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/04/2014**

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. 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	Price	
Common Stock	07/31/2014		P		31,000	\$ 9.94 (1)	2,138,431 (4) D
Common Stock	09/11/2014		P		10,500	\$ 9.87 (2)	2,148,931 (5) D
Common Stock	09/12/2014		P		20,500	\$ 10.02 (3)	2,169,431 (5) D

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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
KELLOGG PETER R 48 WALL STREET C/O IAT REINSURANCE CO. LTD NEW YORK, NY 10005		X		

## Signatures

/s/ Marguerite Gorman,  
attorney-in-fact

09/16/2014

\_\_\_\_\_  
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) The price reported in Column 4 of Table I is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.85 to \$10.00 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased by the Reporting Person at each separate price.
  - (2) The price reported in Column 4 of Table I is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.82 to \$10.00 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased by the Reporting Person at each separate price.
  - (3) The price reported in Column 4 of Table I is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.98 to \$10.05 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased by the

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Reporting Person at each separate price.

- (4) This line is amended hereby to correct a tabulation error in the original Form 4 filed 8/04/2014, the number of shares beneficially owned as reported in Table I Column 5 is hereby amended. All other information previously reported on such Form 4 is correct.
- (5) This line is amended hereby to correct a tabulation error in the original Form 4 filed 9/15/2014, the number of shares beneficially owned as reported in Table I Column 5 is hereby amended. All other information previously reported on such Form 4 is correct.

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.