Edgar Filing: MERCER INTERNATIONAL INC. - Form 425

MERCER INTERNATIONAL INC. Form 425 March 30, 2012

Filing under Rule 425 under

the Securities Act of 1933

Filing by: Mercer International Inc.

Subject Company: Fibrek Inc.

SEC File No. of Mercer International Inc.: 000-51826

For Immediate Release

MERCER INTERNATIONAL INC. ANNOUNCES OSC AND QUÉBEC HEARINGS

NEW YORK, NY, March 30, 2012 Mercer International Inc. (Nasdaq: MERC, TSX: MRI.U) (Mercer) announced that, in connection with its offer for all of the outstanding shares of Fibrek Inc., the Ontario Securities Commission will hold a hearing on Friday, March 30, 2012 commencing at 3:00 p.m. (Eastern time) to consider, as a preliminary matter, an application (the Application) filed by Mercer for a cease trade order and/or other appropriate relief in respect of the takeover bid made by AbitibiBowater for the shares of Fibrek.

In addition, the Québec Bureau de décision et de révision has also set a hearing on the Application on Monday April 2, 2012

Important Notice

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. Mercer has filed with the United States Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 and Schedule 14A Preliminary Proxy Statement with the SEC in connection with the proposed transaction. INVESTORS AND SECURITYHOLDERS OF MERCER AND FIBREK ARE URGED TO READ THESE DOCUMENTS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Such documents will be available free of charge through the website maintained by the SEC at www.sec.gov or by calling the SEC at telephone number 800-SEC-0330. Such documents may also be obtained for free, once they have been filed with the SEC, on Mercer s website at www.mercerint.com.

Edgar Filing: MERCER INTERNATIONAL INC. - Form 425

About Mercer

Mercer International Inc. is a global pulp manufacturing company. Mercer operates three NBSK pulp mills with a consolidated annual production capacity of 1.5 million tons. To obtain further information on the company, please visit its web site at www.mercerint.com.

Forward-Looking Statement

The preceding includes forward looking statements, including statements regarding our ability to complete the Offer and other contemplated transactions, the impact of the proposed acquisition on our business and operations and our ability to integrate the business and operations of Fibrek with our own, which involve known and unknown risks and uncertainties which may not prove to be accurate. Actual results and outcomes may differ materially from what is expressed or forecasted in these forward-looking statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Among those factors which could cause actual results to differ materially are the following: uncertainties as to the timing of the Offer and satisfaction of the conditions thereto, the outcome of any appeals of the Court of Québec's decision or related proceedings, our and Fibrek's ability to obtain required consents and approvals in connection with the transactions, the business of Fibrek and Mercer may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, the highly cyclical nature of our business, raw material costs, our level of indebtedness, competition, foreign exchange and interest rate fluctuations, our use of derivatives, expenditures for capital projects, environmental regulation and compliance, disruptions to our production, market conditions and other risk factors listed from time to time in our SEC reports.

APPROVED BY:

Jimmy S.H. Lee David M. Gandossi

(604) 684-1099 (604) 684-1099

Page 2