

WEYERHAEUSER CO
Form 425
June 30, 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) June 30, 2014

WEYERHAEUSER COMPANY

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction

of incorporation)

1-4825
(Commission

File Number)
Federal Way, Washington 98063-9777

91-0470860
(IRS Employer

Identification No.)

(Address of principal executive offices)

Registrant's telephone number, including area code: (253) 924-2345

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))

Item 8.01 Other Events.

On June 30, 2014, Weyerhaeuser Company (the Company) issued a press release announcing that (i) the final exchange ratio for its exchange offer that commenced on May 22, 2014 related to the split-off of Weyerhaeuser Real Estate Company (WRECO), an indirect wholly owned subsidiary of the Company, has been set at the upper limit of 1.7003 WRECO common shares for each Weyerhaeuser common share that is validly tendered and not properly withdrawn pursuant to the exchange offer and accepted by Weyerhaeuser, and (ii) because the upper limit is in effect, the exchange offer has been extended to 12:00 midnight, New York City time, on Wednesday, July 2, 2014, as provided by the terms of the exchange offer. The exchange offer is in connection with the previously announced Reverse Morris Trust transaction, pursuant to which a wholly owned subsidiary of TRI Pointe Homes, Inc. (TRI Pointe) will merge with and into WRECO, with WRECO surviving the merger and becoming a wholly owned subsidiary of TRI Pointe. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits****Exhibit**

| Number | Description |
|---------------|--|
| 99.1 | Press release of Weyerhaeuser Company dated June 30, 2014. |

SIGNATURE

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.

Date: June 30, 2014

Weyerhaeuser Company

By: /s/ Jeanne M. Hillman

Name: Jeanne M. Hillman

Title: Vice President and Chief Accounting Officer