Verso Paper Corp. Form 4 May 22, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287 January 31,

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may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ZAKEN JORDAN C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

Verso Paper Corp. [VRS]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

C/O APOLLO MANAGEMENT IV. L.P., 9 WEST 57TH STREET

(Street)

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

05/20/2008

Form filed by More than One Reporting

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

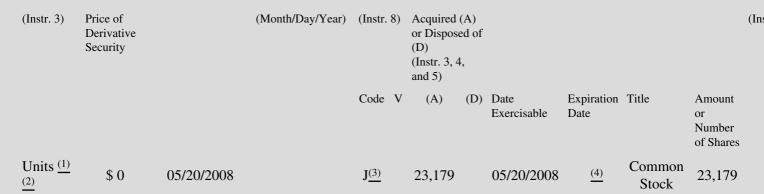
4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. I **Underlying Securities** De (Instr. 3 and 4)

Sec

#### Edgar Filing: Verso Paper Corp. - Form 4



### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZAKEN JORDAN C C/O APOLLO MANAGEMENT IV, L.P. 9 WEST 57TH STREET NEW YORK, NY 10019



## **Signatures**

/s/ Peter H. Kesser, attorney-in-fact

05/22/2008

\*\*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).

The reporting person owns units representing a limited partner interest in Verso Paper Management LP. Mr. Zaken is associated with Apollo Management, L.P. ("Management") and its affiliated investment managers, including Verso Paper Investments LP ("VP Investments"), the general partner of Verso Paper Management LP ("VP Management"), which is the record owner of 35,234,147 shares

- of common stock of Verso Paper Corp (the "Issuer"). Verso Paper Investments Management LLC ("Investments Management LLC") is the general partner of VP Investments. CMP Apollo LLC is the sole and managing member of Investments Management LLC, Apollo Management VI, L.P. ("Management VI") is the sole and managing member of CMP Apollo LLC, AIF VI Management, LLC ("AIF VI LLC") is the general partner of Management VI, Management is the sole member and manager of AIF VI LLC, and Apollo Management GP, LLC ("Apollo Management GP") is the general partner of Apollo Management. (Continue to footnote 2)
  - This report does not include any securities of the Issuer that may be deemed beneficially owned by VP Management, VP Investments, Investments Management LLC, CMP Apollo LLC, Management VI, AIF VI LLC, Management, or Apollo Management GP, and Mr.
- (2) Zaken disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Zaken is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- On May 20, 2008, Verso Paper Corp. completed its initial public offering of common stock. On that date, and in connection with the closing of the offering, the limited partnership agreement of Verso Paper Management LP, which before the offering had been the sole stockholder of Verso Paper Corp., was amended to, among other things, provide that each unit in Verso Paper Management LP may be exchanged, subject to certain restrictions, for one share of common stock of Verso Paper Corp. owned by Verso Paper Management LP.
- (4) The right to exchange units in Verso Paper Management LP for common stock of Verso Paper Corp. has no expiration date.

  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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