

Domtar CORP
Form 8-K
March 16, 2012

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):

March 16, 2012 (March 16, 2012)

DOMTAR CORPORATION

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
file number)
395 de Maisonneuve Blvd. West

(I.R.S. Employer
Identification Number)

Montreal, Quebec

Canada H3A 1L6

(Address of principal executive offices)

(514) 848-5555

(Registrant's telephone number, including area code)

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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On March 16, 2012, Domtar Corporation (the Company), issued \$300,000,000 aggregate principal amount of its 4.40% Notes due 2022 (the Notes). The Notes were issued pursuant to the Indenture, dated as of November 19, 2007, among the Company, Domtar Paper Company, LLC and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the Trustee), as previously supplemented and as further supplemented and amended by the Sixth Supplemental Indenture, dated as of March 16, 2012, among the Company, the subsidiary guarantors named therein and the Trustee providing for the Notes (the Sixth Supplemental Indenture).

The Notes were sold pursuant to an effective automatic shelf registration statement on Form S-3 (the Registration Statement) (File No. 333-179943) which became effective upon filing with the Securities and Exchange Commission on March 7, 2012. The closing of the sale of the Notes occurred on March 16, 2012. The Sixth Supplemental Indenture (including the form of the Notes) is filed as Exhibit 4.1 hereto and is incorporated by reference herein.

Item 8.01 Other Events.

In connection with the issuance and sale of the Notes, the Company entered into the Underwriting Agreement, dated March 7, 2012 (the Underwriting Agreement), among the Company, the subsidiary guarantors named therein and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the underwriters named in Schedule 1 thereto. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto.

A copy of (i) the opinion of Debevoise & Plimpton LLP, relating to the validity of the Notes and the subsidiary guarantees, is filed as Exhibit 5.1 hereto, (ii) the opinion of Quarles and Brady LLP, relating to certain legal matters relating to the subsidiary guarantee of Domtar Wisconsin Dam Corp., is filed as Exhibit 5.2 hereto and (iii) the opinion of Richards, Layton & Finger, P.A., relating to certain legal matters relating to the subsidiary guarantees of Attends Healthcare Products, Inc., Domtar AI Inc., Domtar A.W. LLC, Domtar Delaware Holdings, LLC, Domtar Delaware Investments Inc., Domtar Industries LLC, Domtar Paper Company, LLC and E.B. Eddy Paper, Inc. is filed as Exhibit 5.3 hereto.

Item 9.01 Financial Statements and Exhibits.

The exhibits to this Current Report on Form 8-K are hereby incorporated by reference into the Registration Statement.

(d) Exhibits.

Exhibit

Number

Exhibit Description

- | | |
|-----|---|
| 1.1 | Underwriting Agreement, dated March 7, 2012, among Domtar Corporation, the subsidiary guarantors named therein and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the underwriters named in Schedule 1 thereto. |
| 4.1 | Sixth Supplemental Indenture, dated as of March 16, 2012, among Domtar Corporation, the subsidiary guarantors party thereto, and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee, providing for Domtar Corporation's 4.40% Notes due 2022. |

- 5.1 Opinion of Debevoise & Plimpton LLP
- 5.2 Opinion of Quarles & Brady LLP
- 5.3 Opinion of Richards, Layton & Finger, P.A.
- 23.1 Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1)
- 23.2 Consent of Quarles & Brady LLP (contained in Exhibit 5.2)
- 23.3 Consent of Richards, Layton & Finger, P.A. (contained in Exhibit 5.3)

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.

DOMTAR CORPORATION

By: /s/ Razvan Theodoru

Name: Razvan L. Theodoru

Title: Vice-President, Corporate Law and Secretary

Date: March 16, 2012

Exhibit Index

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1.1	Underwriting Agreement, dated March 7, 2012, among Domtar Corporation, the subsidiary guarantors named therein and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the underwriters named in Schedule 1 thereto.
4.1	Sixth Supplemental Indenture, dated as of March 16, 2012, among Domtar Corporation, the subsidiary guarantors party thereto, and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee, providing for Domtar Corporation's 4.40% Notes due 2022.
5.1	Opinion of Debevoise & Plimpton LLP
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