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WEYERHAEUSER CO  
Form 8-K  
January 29, 2002

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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):  
January 28, 2002

WEYERHAEUSER COMPANY  
(Exact name of registrant as specified in its charter)

WASHINGTON	1-4825	91-0470860
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

33663 WEYERHAEUSER WAY SOUTH  
FEDERAL WAY, WASHINGTON 98063-9777  
(address of principal executive offices)  
(Zip Code)

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

N/A  
(Former name or former address, if changed since last report)

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### ITEM 5. OTHER EVENTS

Weyerhaeuser Company, a Washington corporation ("Weyerhaeuser"), has entered into an Agreement and Plan of Merger dated as of January 28, 2002, among Weyerhaeuser, Company Holdings, Inc., a Washington corporation and a wholly owned subsidiary of Weyerhaeuser (the "Purchaser"), and Willamette Industries, Inc., an Oregon corporation ("Willamette") (the "Merger Agreement") pursuant to which Weyerhaeuser will acquire Willamette for \$55.50 per share of Willamette common stock, in cash.

The Merger Agreement contemplates the continuation of the Purchaser's existing tender offer to purchase all outstanding shares of Willamette common stock at a price of \$55.50 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 28, 2000, the Supplement thereto dated May 7, 2001, the second Supplement thereto dated January 28, 2002 and in the revised Letter of Transmittal (collectively, the "Offer"). Following consummation of the Offer and the satisfaction or waiver of certain conditions, the Purchaser will be merged with and into Willamette (the "Merger") with Willamette surviving the Merger as a subsidiary of Weyerhaeuser, whereby all of the remaining outstanding shares of Willamette common stock will be converted into the right to receive \$55.50 per share in cash.

On January 28, 2002, Weyerhaeuser and Willamette issued a press release regarding the execution of the Merger Agreement.

The foregoing description of the Merger does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit No. 2.1 hereto.

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### ITEM 7. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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| 2.1.  | Agreement and Plan of Merger dated as of January 28, 2002, by and among Weyerhaeuser Company, a Washington corporation, Company Holdings, Inc., a Washington corporation and a wholly owned subsidiary of Weyerhaeuser Company, and Willamette Industries, Inc., an Oregon corporation (incorporated by reference to Exhibit (a) (5) (QQQ) to Amendment No. 70 to Schedule TO filed by Weyerhaeuser Company and Company Holdings, Inc. on January 29, 2002). |
| 99.1. | Press Release dated January 28, 2002 (incorporated by reference to Exhibit (a) (5) (PPP) to Amendment No. 69 to Schedule TO filed by Weyerhaeuser Company and Company Holdings, Inc. on January 28, 2002).   |

SIGNATURES

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.

WEYERHAEUSER COMPANY,

by

/s/ STEVEN R. ROGEL

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Name: Steven R. Rogel  
Title: President and Chief  
Executive Officer

Dated: January 29, 2002