

MERCER INTERNATIONAL INC.

Form POS AM

November 30, 2012

As filed with the Securities and Exchange Commission on November 30, 2012.

Registration No. 333-162572

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

Post-Effective Amendment No. 1

To

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MERCER INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

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Washington
(State or other jurisdiction of
incorporation or organization)

47-0956945
(I.R.S. Employer

Identification Number)

Suite 1120, 700 West Pender Street

Vancouver, British Columbia

Canada, V6C 1G8

(604) 684-1099

(Address, including zip code, and telephone number, including area code, of registrant's office)

David M. Gandossi

Suite 1120, 700 West Pender Street

Vancouver, British Columbia

Canada, V6C 1G8

(604) 684-1099

(Name, address and telephone number of agent for service)

Copies to:

H.S. Sangra, Esq

Sangra Moller LLP

1000 Cathedral Place, 925 West Georgia Street

Vancouver, British Columbia, Canada V6C 3L2

(604) 662-8808

Andrew Bond, Esq.

Davis Wright Tremaine LLP

Suite 2200, 1201 Third Avenue

Seattle, WA 98101-3045

(206) 757-8325

Approximate date of commencement of proposed sale to the public: Not applicable.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-162572) of the registrant filed with the Securities and Exchange Commission on October 19, 2009 (the "Registration Statement") hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and not otherwise sold thereunder.

In accordance with the registrant's undertaking in Part II, Item 17(3) of the Registration Statement, the registrant is deregistering by means of this post-effective amendment any securities remaining unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the *Securities Act of 1933*, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, Canada on November 30, 2012.

MERCER INTERNATIONAL INC.

By: *
 Name: Jimmy S.H. Lee
 Title: Chairman, Chief Executive Officer, and Director

Pursuant to the requirements of the *Securities Act of 1933*, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature:	Title:	Date:
*	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	November 30, 2012
Jimmy S.H. Lee		
/s/ David M. Gandossi	Secretary, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 30, 2012
David M. Gandossi		
*	Director	November 30, 2012
Eric Lauritzen		
*	Director	November 30, 2012
William D. McCartney		
*	Director	November 30, 2012
Graeme A. Witts		
*	Director	November 30, 2012
Guy W. Adams		
/s/ James Shepherd	Director	November 30, 2012
James Shepherd		
/s/ Bernard Picchi	Director	November 30, 2012
Bernard Picchi		
/s/ Keith Purchase	Director	November 30, 2012
Keith Purchase		

*By: */s/ David M. Gandossi*
David M. Gandossi
Pursuant to Power of Attorney