

WAUSAU PAPER CORP.  
Form 8-K  
January 09, 2014

**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 3, 2014**

**WAUSAU PAPER CORP.**  
(Exact name of registrant as specified in its charter)

**WISCONSIN**  
(State or other  
jurisdiction of  
incorporation)

**0-13923**  
(Commission File  
Number)

**39-0690900**  
(IRS Employer  
Identification  
Number)

**100 PAPER PLACE**  
**MOSINEE, WI 54455-9099**  
(Address of principal executive offices, including Zip Code)

**(715) 693-4470**  
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 23.425)
- ☐ 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))
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## **INFORMATION TO BE INCLUDED IN THE REPORT**

### **Section 5 Corporate Governance and Management**

#### **Item 5.02.**

#### **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

##### **2014 Equity Incentive Compensation Plan**

On January 3, 2014, the Compensation Committee of the Company's Board of Directors (the "Compensation Committee") approved the 2014 Equity Incentive Compensation Plan for officer-level employees and awarded performance units under the plan. A summary of the plan is set forth as Exhibit 10.1.

##### **Long-Term (2016) Equity Incentive Compensation Plan**

On January 3, 2014, the Compensation Committee also approved the Long-Term (2016) Equity Incentive Compensation Plan, which grants certain equity-based incentives to officer-level employees. Awards under the Long-Term (2016) Equity Incentive Compensation Plan will vest if certain target levels of total shareholder return are met over a three-year period. A summary of the plan is set forth as Exhibit 10.2.

##### **2014 Cash Incentive Compensation**

On January 3, 2014, the Compensation Committee approved the 2014 Cash Incentive Compensation Plan for Executive Officers and established performance criteria under the plan. Under the plan, incentive compensation will be based upon attainment of targeted goals for adjusted earnings per share, as derived from targeted return on capital employed between 5% and 15%. A summary of the plan is set forth as Exhibit 10.3.



## **Section 8 Other Events**

### **Item 8.01.**

#### **Other Events**

#### **Executive Compensation**

##### *Base Salaries*

Annual salary levels for the Company's Chief Executive Officer, Chief Financial Officer, and Senior Vice President & General Manager, which were approved by the Compensation Committee and will be in effect during 2014, are as follows:

Henry C. Newell, President Chief Executive Officer	\$550,000
Sherri L. Lemmer, Senior Vice President Chief Financial Officer	\$309,000
Matthew L. Urmanski, Senior Vice President & General Manager	\$309,000

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01**

#### **Financial Statements and Exhibits**

10.1

2014 Equity Incentive Compensation Plan

10.2

Long-Term (2016) Equity Incentive Compensation Plan

10.3

2014 Cash Incentive Compensation Plan for Executive Officers

### **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.

WAUSAU PAPER CORP.

Date: January 9, 2014

By: SHERRIL L. LEMMER

Sherri L. Lemmer

Senior Vice President

Chief Financial Officer

**EXHIBIT INDEX**  
**to**  
**FORM 8-K**  
**of**  
**WAUSAU PAPER CORP.**  
**dated January 3, 2014**

Pursuant to Section 102(d) of Regulation S-T

(17 C.F.R. §232.102(d))

Exhibits required by Item 601 of Regulation S-K:

10.1

2014 Equity Incentive Compensation Plan

10.2

Long-Term (2016) Equity Incentive Compensation Plan

10.3

2014 Cash Incentive Compensation Plan for Executive Officers