

WEYERHAEUSER CO
Form 10-Q/A
June 17, 2016

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

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2016

or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____
COMMISSION FILE NUMBER: 1-4825

WEYERHAEUSER COMPANY

Washington 91-0470860
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

33663 Weyerhaeuser Way South 98063-9777
Federal Way, Washington (Address of principal executive offices) (Zip Code)
(253) 924-2345 (Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
 Yes No

As of April 29, 2016, 747,073,616 shares of the registrant's common stock (\$1.25 par value) were outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (“Amendment No. 1”) amends our Quarterly Report on Form 10-Q for the period ended March 31, 2016, as originally filed with the Securities and Exchange Commission on May 6, 2016 (“Form 10-Q”). The sole purpose of this Amendment No. 1 is to correct a typographical error in the EDGAR version of the certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 and filed as Exhibit 32 to the Form 10-Q. The original version of Exhibit 32, as reviewed and executed by the Company's Chief Executive Officer and Chief Financial Officer and as retained in paper form in our files, correctly references in the certification the date of the Form 10-Q as May 6, 2016. However, the EDGAR version of Exhibit 32 filed with the Form 10-Q incorrectly references the date of the Form 10-Q as October 30, 2015. We are filing this Amendment No. 1 to include the correct version of the certifications with the Form 10-Q, which are filed herewith as Exhibit 32.1.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Part II, Item 6 of the Form 10-Q and the Exhibit Index to the Form 10-Q are each set forth herein in their entirety as amended by this Amendment No. 1. Also in accordance with Rule 12b-15, new certifications by our Chief Executive Officer and Chief Financial Officer, dated as of the date of this Amendment No. 1, are included with this Amendment No. 1 and are set forth in Exhibits 31.2 and 32.2.

Except as expressly set forth herein, this Amendment No. 1 does not change or update in any way any of the disclosures or other information set forth in the Form 10-Q, nor does this Amendment No. 1 report, reflect or disclose any events occurring after the original filing date of the Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Form 10-Q on May 6, 2016.

PART II OTHER INFORMATION

EXHIBITS

- 4.1 Note Indenture, dated November 14, 2005, by and among Plum Creek Timberlands, L.P., as Issuer, Weyerhaeuser Company, as successor to Plum Creek Timber Company, Inc., as Guarantor, and U.S. Bank National Association, as Trustee (Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 4.2 Supplemental Indenture No. 1 dated as of February 19, 2016 between Plum Creek Timberlands, L.P., as Issuer, Weyerhaeuser Company, as Guarantor, and U.S. Bank National Association, as Trustee (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 4.3 Officer's Certificate, dated November 15, 2010, executed by Plum Creek Timberlands, L.P., as Issuer, establishing the terms and form of the Plum Creek 2021 Notes (Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 4.4 Officer's Certificate, dated November 26, 2012, executed by Plum Creek Timberlands, L.P., as Issuer, establishing the terms and form of the Plum Creek 2023 Notes (Incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 10.1 2011 Fee Deferral Plan for Directors of Weyerhaeuser Company, as amended and restated effective January 1, 2016*
- 10.2 Assumption Agreement dated as of January 21, 2016 by Weyerhaeuser Company in favor of Southern Diversified Timber, LLC (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 10.3 Credit Agreement and Guarantee, dated as of October 1, 2008, by and among Plum Creek Ventures I, LLC, as Borrower, Weyerhaeuser Company, as successor to Plum Creek Timber Company, Inc., as Guarantor and Southern Diversified Timber, LLC, as Lender (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, File No. 1-4825, filed on February 19, 2016)
- 10.4 Term Loan Agreement dated as of February 22, 2016 between Weyerhaeuser Company, as Borrower, and The Bank of Nova Scotia, as Lender (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, File No. 1-4825, filed on February 24, 2016)
- 10.5 Term Loan Agreement, dated as of March 9, 2016, among Weyerhaeuser Company, as Borrower, the Lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, File No. 1-4825, filed on March 10, 2016)
- 10.6 Executive Employment Agreement between Weyerhaeuser Company and Doyle R. Simons dated February 17, 2016 (Incorporated by reference to Exhibit 10(v) to Form 10-K, File No. 1-4825, for the year ended December 31, 2015)

10.7 Retention Agreement between Weyerhaeuser Company and Catherine I. Slater effective November 4, 2015
(Incorporated by reference to Exhibit 10(w) to Form 10-K, File No. 1-4825, for the year ended December 31, 2015)

12.1 Statements regarding computation of ratios*

31.1 Certifications pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, dated May 6, 2016*

31.2 Certifications pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, dated June 17, 2016 (filed herewith in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended)

32.1 Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code, dated May 6, 2016 (corrected version filed herewith pursuant to this Amendment No. 1)

32.2 Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code, dated June 17, 2016 (filed herewith in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended)

100.INS XBRL Instance Document*

100.SCH XBRL Taxonomy Extension Schema Document*

100.CAL XBRL Taxonomy Extension Calculation Linkbase Document*

100.DEF XBRL Taxonomy Extension Definition Linkbase Document*

100.LAB XBRL Taxonomy Extension Label Linkbase Document*

100.PRE XBRL Taxonomy Extension Presentation Linkbase Document*

*Previously included with Weyerhaeuser Company's Quarterly Report on Form 10-Q for the period ended March 31, 2016, as filed with the Securities and Exchange Commission on May 6, 2016.

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 thereunto duly authorized.

WEYERHAEUSER COMPANY

Date: June 17, 2016

By: /s/ JEANNE M. HILLMAN

Jeanne M. Hillman

Vice President and Chief Accounting Officer

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