

MERCER INTERNATIONAL REGCO INC.

Form 8-K12G3

March 02, 2006

**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 2, 2006**

**MERCER INTERNATIONAL INC.**

*(Exact name of Registrant as specified in its charter)*

**Washington**

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

**000-51826**

*(Commission File Number)*

**Suite 2840, 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4N8**

*(Address of Office)*

**(604) 684-1099**

*(Registrant's telephone number, including area code)*

**47-0956945**

*(I.R.S. Employer Identification No.)*

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 (see General Instruction A.2. below):

- 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))
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**ITEM 7.01 REGULATION FD DISCLOSURE.**

The information contained in this Current Report shall not be deemed to be filed for the purposes of Section 18 of the *Securities Exchange Act of 1934* (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the *Securities Act of 1933*, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On March 2, 2006, Mercer International Inc. (the Company ) announced by press release the completion on March 1, 2006 of the change in the legal form of the Company from a Massachusetts trust organized under the laws of the State of Washington to a corporation organized under the laws of the State of Washington. A copy of the Company s press release is attached hereto as Exhibit 99.1.

**ITEM 8.01 OTHER EVENTS**

Pursuant to Rule 12g 3(a) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ), the Company s common shares, par value \$1.00 per share, are deemed registered under Section 12(g) of the Exchange Act.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

| <u>Exhibit No.</u> | <u>Description</u>                |
|--------------------|-----------------------------------|
| 99.1               | Press Release dated March 2, 2006 |

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**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.

**MERCER INTERNATIONAL INC.**

*/s/ David M. Gandossi*  
David M. Gandossi  
Chief Financial Officer

Date: March 2, 2006

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**MERCER INTERNATIONAL INC.  
FORM 8-K  
EXHIBIT INDEX**

**Exhibit Number**

99.1

**Description**

Press release dated March 2, 2006