

MERCER INTERNATIONAL INC.

Form 4

October 13, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLOGG PETER R**

2. Issuer Name and Ticker or Trading Symbol  
**MERCER INTERNATIONAL INC.  
[MERC]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
**48 WALL STREET, C/O IAT  
REINSURANCE CO. LTD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/11/2016**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

**NEW YORK, NY 10005**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	10/11/2016		P	5,000	A	\$ 8.32	5,000	I	Via E.G. Anderson Inc.
Common Stock	10/12/2016		P	60,000	A	\$ 8.2626 <u>(1)</u>	65,000	I	Via E.G. Anderson Inc.
Common Stock	10/12/2016		P	2,800	A	\$ 8.2	2,800	I	Via the Myth and Barnegat Restoration Society, Inc.

Common Stock	10/12/2016	P	3,500	A	\$ 8.1776	3,500	I	Via C. Kellogg & P Kellogg TTEE U/W Charles A Kirkland Trust
Common Stock	10/12/2016	P	4,400	A	\$ 8.2136 <u>(2)</u>	4,400	I	Via C. Kellogg & P Kellogg TTEE U/W Anne Kirkland Trust
Common Stock	10/12/2016	P	1,000	A	\$ 8.26	1,000	I	Via Cardia Company Inc.
Common Stock						16,319,954	I	Via IAT ReInsurance Co. Ltd.
Common Stock						2,649,109	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG PETER R 48 WALL STREET C/O IAT REINSURANCE CO. LTD NEW YORK, NY 10005			X	

## Signatures

/s/ Marguerite Gorman, attorney-in-fact	10/13/2016
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$8.22 to \$8.32, inclusive. The reporting person undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.
  - (2) The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$8.20 to \$8.22, inclusive. The reporting person undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.