

WEYERHAEUSER CO
Form SC TO-I/A
February 09, 2007

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

Schedule TO/A

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)**

Weyerhaeuser Company
(Name of Subject Weyerhaeuser (issuer) and Filing Person (offeror))

Common Shares, Par Value \$1.25 Per Share of Weyerhaeuser Company
(Title of Class of Securities)
962166104
(CUSIP Number of Class of Securities)

and

Exchangeable Shares of Weyerhaeuser Company Limited
(Title of Class of Securities)
962171104
(CUSIP Number of Class of Securities)

Claire S. Grace
Assistant General Counsel and Corporate Secretary
Weyerhaeuser Company
33663 Weyerhaeuser Way South
Federal Way, Washington 98063-9777
(253) 924-2345
*(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)*

Copy to:

Richard Hall, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

CALCULATION OF FILING FEE

TRANSACTION

VALUATION

\$2,357,700,000(a)

AMOUNT OF FILING FEE

\$252,274(b)

- (a) Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(a)(4) under the Securities Exchange Act of 1934, as amended, based on the product of (i) \$8.13, the average of the high and low sale prices of common shares of Domtar Inc. on the New York Stock Exchange on January 30, 2007 and (ii) 290,000,000, the estimate of the maximum number of shares of common stock of Domtar Corporation, par value \$0.01 per share, that will be owned by the issuer pursuant to the transactions described in this Schedule TO and that are to be exchanged in the exchange offer or distributed as a pro rata dividend, in each case based on the assumption that no employees of Weyerhaeuser Company who become employees of Domtar Corporation elect to roll-over any of their Weyerhaeuser Company equity awards into Domtar Corporation equity awards. Because there is no trading market for common stock of Domtar Corporation, the value of common shares of Domtar Inc. on the New York Stock Exchange are believed to be the most appropriate measure of the value of the securities to be exchanged in the exchange offer for purposes of calculating the filing fee.
- (b) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Exchange Act, and reflects the product of (a) 0.000107 multiplied by (b) the transaction value calculated solely for purposes of calculating the filing fee pursuant to Rule 0-11.
- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	\$252,274	Filing Party:	Domtar Corporation
Form or Registration No.:	Forms S-4 and S-1 (333-140411)	Date Filed:	February 2, 2007

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- | | |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <input type="checkbox"/> third party tender offer subject to Rule 14d-1 | <input type="checkbox"/> going-private transaction subject to Rule 13e-3 |
| <input type="checkbox"/> issuer tender offer subject to Rule 13e-4 | <input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2 |

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO, filed with the Securities and Exchange Commission (“SEC”) on February 2, 2007, as amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on February 5, 2007 (as so amended, the “Schedule TO”). The Schedule TO relates to the offer by Weyerhaeuser Company (“Weyerhaeuser”) to exchange all shares of common stock, par value \$0.01 per share, of Domtar Corporation, a Delaware corporation, which are owned by Weyerhaeuser, for common shares of Weyerhaeuser, par value \$1.25 per share (“Weyerhaeuser common shares”), and exchangeable shares of Weyerhaeuser Company Limited, each of which is exchangeable for one Weyerhaeuser common share, that are validly tendered and not properly withdrawn prior to the expiration of the exchange offer, upon the terms and subject to the conditions set forth in the Prospectus—Offer to Exchange, dated February 2, 2007, the applicable Letters of Transmittal and the instructions thereto (which, together with any amendments or supplements thereto, collectively constitute the “Exchange Offer”). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 11. Additional Information

On February 7, 2007, the Canadian Minister of Industry has approved, pursuant to the Investment Canada Act, the investment by Domtar Corporation (formerly known as Weyerhaeuser TIA, Inc.) to acquire control of Domtar Inc.. Weyerhaeuser’s obligation to exchange shares pursuant to the Exchange Offer is subject to the satisfaction of the conditions to the arrangement by which Domtar Inc. will become a wholly owned subsidiary of Domtar Corporation, which include the receipt of such approval from the Canadian Minister of Industry, and other conditions.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WEYERHAEUSER
COMPANY

By: /s/ Claire S.
Grace
Name: Claire S.
Grace
Title: Corp.
Secretary and
Asst. General
Counsel

Dated: February 9, 2007