

INTERNATIONAL PAPER CO /NEW/  
Form DEFA14A  
September 06, 2011

**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): September 6, 2011

**International Paper Company**

(Exact name of registrant as specified in its charter)

Commission file number 1-3157

New York  
(State or other jurisdiction)

13-0872805  
(IRS Employer)

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of incorporation)

Identification No.)

**6400 Poplar Avenue, Memphis, Tennessee**  
(Address of principal executive offices)

**38197**  
(ZIP Code)

**Registrant's telephone number, including area code: (901) 419-7000**

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 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))

**Section 1 Registrant's Business and Operations**

**Item 1.01. Other Events.**

As previously disclosed in a Form 8-K filed by International Paper Company ( International Paper ) on September 6, 2011, International Paper, Temple-Inland Inc. ( Temple-Inland ) and Metal Acquisition Inc., a wholly owned subsidiary of International Paper ( Merger Sub ), entered into an Agreement and Plan of Merger (the Merger Agreement ) pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will merge with and into Temple-Inland (the Merger ). As a result of the Merger, Merger Sub will cease to exist, and Temple-Inland will survive as a wholly owned subsidiary of International Paper.

The Merger Agreement is filed as Exhibit 2.1 hereto and incorporated herein by reference. The representations, warranties and covenants contained in the Merger Agreement were made only for the purposes of the agreement as of specific dates and may have been qualified by certain disclosures between the parties and a contractual standard of materiality different from those generally applicable to stockholders, among other limitations. The representations and warranties were made for the purposes of allocating contractual risk between the parties to the Merger Agreement and should not be relied upon as a disclosure of factual information relating to International Paper or Temple-Inland.

In connection with the entry into the Merger Agreement, International Paper made available an investor presentation, sent a letter to employees and sent a letter to customers, which are furnished as Exhibits 99.1, 99.2 and 99.3 hereto. In addition, International Paper held a conference call with investors, a transcript of which is furnished as Exhibit 99.4 hereto.

**ADDITIONAL INFORMATION**

In connection with the proposed merger, Temple-Inland will file a proxy statement with the Securities and Exchange Commission (the SEC ). Investors and security holders are advised to read the proxy statement when it becomes available because it will contain important information about the merger and the parties to the merger. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by Temple-Inland at the SEC website at <http://www.sec.gov>. The proxy statement and other documents also may be obtained (after it has been filed with the SEC) for free from International Paper by directing such request to International Paper, Investor Relations, telephone at (800) 678-8715.

**CERTAIN INFORMATION REGARDING PARTICIPANTS**

International Paper and certain of its respective directors and executive officers may be deemed to be participants in the proposed transaction under the rules of the SEC. Security holders may obtain information regarding the names, affiliations and interests of International Paper's directors and executive officers in the International Paper's Annual Report on Form 10-K for the year ended December 31, 2010 which was filed with the SEC on February 25, 2011, and its proxy statement for the 2011 Annual Meeting, which was filed with the SEC on April 8, 2011. Additional information regarding the interests of participants in the solicitation of proxies in connection with the merger will be included in the proxy statement that Temple-Inland intends to file with the SEC. These documents can be obtained free of charge from the sources indicated above.

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**FORWARD-LOOKING STATEMENTS**

All statements included or incorporated by reference in this communication other than statements or characterizations of historical fact, are forward-looking statements. These statements reflect management's current views and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these statements. Factors which could cause actual results to differ relate to: (i) the receipt of Temple-Inland shareholder and regulatory approvals for the transaction and the successful fulfillment or waiver of all other closing conditions without unexpected delays or conditions; (ii) the failure to realize synergies and cost-savings from the transaction or delay in realization thereof; (iii) increases in interest rates; (iv) industry conditions, including but not limited to changes in the cost or availability of raw materials, energy and transportation costs, competition we face, cyclicalities and changes in consumer preferences, demand and pricing for our products; (v) global economic conditions and political changes, including but not limited to the impairment of financial institutions, changes in currency exchange rates, credit ratings issued by recognized credit rating organizations, the amount of our future pension funding obligation, changes in tax laws and pension and health care costs; (vi) unanticipated expenditures related to the cost of compliance with existing and new environmental and other governmental regulations and to actual or potential litigation; and (vii) whether we experience a material disruption at one of our manufacturing facilities and risks inherent in conducting business through a joint venture. We undertake no obligation to publicly update any statements or information relating to this release or the offer described above, whether as a result of new information, future events or otherwise. These and other factors that could cause or contribute to actual results differing materially from such forward looking statements are discussed in greater detail in the company's SEC filings.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 2.1           | Agreement and Plan of Merger, dated as of September 6, 2011, among International Paper Company, Metal Acquisition Inc. and Temple-Inland Inc. |
| 99.1          | September 6, 2011 Investor Presentation by International Paper Company.   |
| 99.2          | Letter to Employees of International Paper Company, dated September 6, 2011.  |
| 99.3          | Letter to Customers of International Paper Company, dated September 6, 2011.  |
| 99.4          | Transcript of Webcast held by International Paper Company on September 6, 2011.   |

**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.

Date: September 6, 2011

**International Paper Company**

By: /s/ SHARON R. RYAN  
Name: Sharon R. Ryan  
Title: Vice President, Acting General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

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