

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.

Exhibit No.

Description

99.1

Press Release dated March 2, 2006

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

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

Exhibit Number

99.1

Description

Press release dated March 2, 2006