

NewPage Holdings Inc.
Form 425
February 21, 2014

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): February 20, 2014

Verso Paper Corp.

(Exact name of registrant as specified in its charter)

Delaware	001-34056	75-3217389
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

Verso Paper Holdings LLC

(Exact name of registrant as specified in its charter)

Delaware	333-142283	56-2597634
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

6775 Lenox Center Court, Suite 400
Memphis, Tennessee 38115-4436
(Address of principal executive offices)

(901) 369-4100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01

Other Events

On February 20, 2014, Verso Paper Corp. (“Verso”) received a letter from NewPage Holdings Inc. (“NewPage”) regarding the status of the previously announced exchange offers and consent solicitations being conducted by two of Verso’s subsidiaries, Verso Paper Holdings LLC and Verso Paper Inc., with respect to their 8.75% Second Priority Senior Secured Notes due 2019 and 11 % Senior Subordinated Notes due 2016. A copy of the letter is attached as an exhibit to this report and is incorporated herein by reference.

Important Additional Information

This material is not a substitute for the joint proxy statement/information statement/prospectus that Verso and/or NewPage would file with the SEC or any other documents which Verso and/or NewPage may send to their stockholders in connection with the transaction. Verso has filed a registration statement on Form S-4, containing a joint proxy statement/information statement/prospectus for Verso and NewPage with the SEC. INVESTORS AND SECURITYHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT CONTAINING THE JOINT PROXY STATEMENT/INFORMATION STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED, OR THAT WILL BE FILED, WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and securityholders may obtain copies of the registration statement containing the joint proxy statement/information statement/prospectus and all other relevant documents filed with the SEC free of charge at the SEC’s web site (www.sec.gov) or from Verso Investor Relations at (<http://investor.versopaper.com/>).

Item 9.01

Financial Statements and Exhibits

(d) Exhibits.

Exhibit

No.

Description of Exhibit

99.1	Letter from NewPage Holdings Inc. to Verso Paper Corp., dated February 20, 2014.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 21, 2014

VERSO PAPER CORP.

By: /s/ Peter H. Kesser
Peter H. Kesser
Senior Vice President, General
Counsel and Secretary

VERSO PAPER HOLDINGS LLC

By: /s/ Peter H. Kesser
Peter H. Kesser
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

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