

WEYERHAEUSER CO  
Form 8-K  
March 10, 2016

**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**

**March 9, 2016**

**(Date of earliest event reported)**

**WEYERHAEUSER COMPANY**

**(Exact name of registrant as specified in charter)**

**Washington**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-4825**  
**(Commission**  
**File Number)**  
**Federal Way, Washington 98063-9777**

**91-0470860**  
**(IRS Employer**  
**Identification Number)**

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**(Address of principal executive offices)**

**(zip code)**

**Registrant's telephone number, including area code: (253) 924-2345**

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))

**ITEM 1.01. Entry into a Material Definitive Agreement**

***Term Loan Credit Facility***

On March 9, 2016, Weyerhaeuser Company ( Weyerhaeuser Company and, together with its subsidiaries, Weyerhaeuser ) entered into a \$1.9 billion, 18 month senior unsecured Term Loan Agreement (the Term Loan Agreement ) with JPMorgan Chase Bank, N.A., as Administrative Agent, and the lenders from time to time party thereto that will mature in September 2017. When drawn, the loans made pursuant to the Term Loan Agreement will be used to provide Weyerhaeuser with financing for general corporate purposes, which may include share repurchases by Weyerhaeuser Company. Borrowings under the Term Loan Agreement bear interest, at Weyerhaeuser Company s option, at a floating rate based on LIBOR or a base rate (as defined in the Term Loan Agreement) plus a spread that will vary depending upon the credit rating assigned to Weyerhaeuser Company s long-term senior unsecured debt from time to time.

*Covenants:*

Under the Term Loan Agreement, key covenants include requirements to maintain:

a minimum defined net worth of \$3.0 billion,

a defined debt-to-total-capital ratio of 65 percent or less, and

ownership of, or long-term leases on, no less than four million acres of timberlands.

Weyerhaeuser Company s defined net worth consists of:

total Weyerhaeuser shareholders interest,

excluding accumulated comprehensive income (loss) related to pension and postretirement benefits,

minus Weyerhaeuser s investment in its unrestricted subsidiaries.

Total Weyerhaeuser Company capitalization consists of:

total Weyerhaeuser debt,

plus total defined net worth.

As of December 31, 2015, Weyerhaeuser Company had:

a defined net worth of \$6.3 billion, and

a defined debt-to-total-capital ratio of 44 percent.

Loans under the Term Loan Agreement are available for up to eight borrowings on a delayed draw basis during the period from and including the closing date of the Term Loan Agreement through and including the three-month anniversary of the closing date, subject to satisfaction of customary conditions to borrowing, including the accuracy in all material respects of representations and warranties and the absence of any default or event of default under the Term Loan Agreement.

In connection with entry into the Term Loan Agreement, Weyerhaeuser Company and its subsidiary Weyerhaeuser NR Company ( WNR ) entered into a claim agreement pursuant to which the lenders under the Term Loan Agreement will have claims enforceable against WNR for payment of obligations under the Term Loan Agreement

to the same extent that holders of certain debt securities issued by Weyerhaeuser Company have successfully asserted claims, if any, enforceable against WNR for the payment of such debt securities by reason of any assumption agreement entered into between WNR and Weyerhaeuser Company pursuant to which WNR assumed the performance of payment obligations of Weyerhaeuser Company in respect of such debt securities.

The Term Loan Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of the Term Loan Agreement contained herein is a summary and is qualified in its entirety by reference to the Term Loan Agreement. The Term Loan Agreement has been included to provide investors with information regarding the terms of the borrowings made under the agreement and is not intended to provide any factual information about Weyerhaeuser. The Term Loan Agreement contains representations and warranties that Weyerhaeuser has made to the lenders as of specific dates. The assertions embodied in those representations and warranties were made solely for the purposes of the Term Loan Agreement and may have been used to allocate risk between the parties rather than to establish matters as fact. For the foregoing reasons, investors should not rely on the representations and warranties as statements of factual information.

**ITEM 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The disclosure included above under Item 1.01. Entry into a Material Definitive Agreement is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

The following item is filed as an exhibit to this report:

- 10.1 Term Loan Agreement dated as of March 9, 2016 among Weyerhaeuser Company, as borrower, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent.

**SIGNATURE**

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.

WEYERHAEUSER COMPANY

By: /s/ Devin W. Stockfish

Name: Devin W. Stockfish

Title: Senior Vice President, General Counsel  
and Corporate Secretary

Date: March 10, 2016

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	Term Loan Agreement dated as of March 9, 2016 among Weyerhaeuser Company, as borrower, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent.