

STANNUS GENEVIEVE  
Form 4/A  
February 14, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STANNUS GENEVIEVE

2. Issuer Name and Ticker or Trading Symbol  
MERCER INTERNATIONAL INC.  
[MERC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
SUITE 1120, 700 WEST PENDER STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Treasurer

VANCOUVER, A1 V6C 1G8  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/22/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 02/20/2018                           |  | M                              |   | 3,843 A \$ 0 (1)  | 29,618 (3) (4)   | D                                 |
| Common Stock                    | 02/20/2018                           |  | F                              |   | 1,922 D \$ 13.2 (2)   | 27,696 (3) (4)   | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Share Units                    | \$ 0   | 02/20/2018                           |  | A                              | 3,843<br><u>(5)</u>   | <u>(5)</u> <u>(5)</u>                                    | Common Stock 3,843  |
| Performance Share Units                    | \$ 0   | 02/20/2018                           |  | M                              | 3,843<br><u>(1)</u>   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 3,843  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| STANNUS GENEVIEVE<br>SUITE 1120<br>700 WEST PENDER STREET<br>VANCOUVER, A1 V6C 1G8 |               |           | Treasurer |       |

## Signatures

/s/ Genevieve Stannus      02/14/2018

\*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the conversion of vested performance share units ("PSUs").
- (2) Represents the average of the intraday high and low trading price on February 20, 2018.
- (3) The original Form 4, filed on February 22, 2018, is being amended hereby solely to correct an administrative error as the original filing did not include 3,067 shares of common stock held indirectly by the Reporting Person in the total amount of securities beneficially owned following the reported transaction under Item 5.
- (4) Includes 3,067 shares of common stock held indirectly in a tax free savings account.
- (5) Represents the vesting on February 20, 2018 of PSUs awarded to the reporting person based on the achievement of certain specified performance criteria, including company performance, share price performance and individual performance during the 2015 to 2017 performance period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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