

# NEENAH PAPER INC

## FORM 8-K (Current report filing)

Filed 05/13/13 for the Period Ending 05/13/13

Address	3460 PRESTON RIDGE ROAD ALPHARETTA, GA 30005
Telephone	678-566-6500
CIK	0001296435
Symbol	NP
SIC Code	2621 - Paper Mills
Industry	Paper & Paper Products
Sector	Basic Materials
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 13, 2013**

**NEENAH PAPER, INC.**  
(Exact name of registrant as specified in charter)

**Delaware**  
(State of incorporation)

**001-32240**  
(Commission File Number)

**20-1308307**  
(IRS Employer  
Identification No.)

**3640 Preston Ridge Road  
Alpharetta, Georgia 30005**  
(Address of principal executive offices / Zip Code)

**(678) 566-6500**  
(Registrant's telephone number, including area code)

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.
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 14d—2(b) under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 13e—4(c) under the Exchange Act.
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**Item 8.01 Other Events.**

On May 13, 2013, Neenah Paper, Inc. (“Neenah”) issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing the offering of \$175 million aggregate principal amount of Senior Notes due 2021 (the “2021 Notes”) in a private placement, subject to market and other conditions. The 2021 Notes will be unconditionally guaranteed, jointly and severally, by all of Neenah’s current and future restricted subsidiaries that guarantee other debt of Neenah or any of its domestic restricted subsidiaries.

Neenah intends to use the net proceeds of the offering to redeem in full the outstanding balance of its existing 7.375% senior notes due 2014, and to repay all borrowings under its secured revolving credit facility. Any remaining funds will be used for general corporate purposes.

The 2021 notes will be offered through a private placement to qualified institutional buyers pursuant to Rule 144A (and outside the United States in reliance on Regulation S) under the Securities Act of 1933, as amended. The 2021 Notes have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold absent registration under the Securities Act or applicable state securities laws or applicable exemptions from registration requirements.

The information contained in this Item 8.01 is neither an offer to sell nor a solicitation of an offer to buy any of the 2021 Notes.

**Item 9.01 Financial Statements and Exhibits.**

## (d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release dated May 13, 2013 announcing the offering of the 2021 Notes.

**SIGNATURES**

1. 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.

**NEENAH PAPER, INC.**  
(Registrant)

Dated: May 13, 2013

By: /s/ Steven S. Heinrichs  
Steven S. Heinrichs  
Senior Vice President, General Counsel and Secretary

## Exhibit Index

Exhibit No.	Description of Exhibit
99.1	Press Release dated May 13, 2013 announcing the offering of the 2021 Notes.



**Contact: Neenah Paper, Inc.**  
**Bill McCarthy**  
**Vice President — Financial Analysis and Investor Relations**  
**678-518-3278**

### **Neenah Announces Proposed \$175 Million Senior Notes Offering**

Alpharetta, Georgia — May 13, 2013 — Neenah Paper, Inc. (NYSE:NP) announced today that it intends, subject to market and other conditions, to offer \$175 million in aggregate principal amount of senior unsecured notes due 2021 in a private placement. The notes will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and to non-U.S. persons outside of the United States under Regulation S under the Securities Act.

The Company intends to use the net proceeds of the offering to redeem in full the outstanding balance of its existing 7.375% senior notes due 2014, and to repay all borrowings under its secured revolving credit facility. Any remaining funds will be used for general corporate purposes.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The notes to be issued in the offering have not been registered under the Securities Act, or any applicable state laws. Accordingly, the notes may not be offered or sold in the U.S. or to U.S. persons without registration or an applicable exemption under the Securities Act and applicable state securities laws.

### **Cautionary Note Regarding Forward-Looking Statements**

Certain statements in this press release may constitute “forward-looking” statements as defined in Section 27A of the Securities Act of 1933 (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), or in releases made by the Securities and Exchange Commission, all as may be amended from time to time. Statements contained in this press release that are not historical facts may be forward-looking statements within the meaning of the PSLRA. Any such forward-looking statements reflect our beliefs and assumptions and are based on information currently available to us and are subject to risks and uncertainties that could cause actual results to differ materially including, but not limited to: (i) unexpected challenges associated with the integration of the Wausau premium business; (ii) changes in prices for pulp, energy, latex and other raw materials, (iii) worldwide economic conditions, (iv) U.S. dollar/euro and other exchange rates, (v) significant capital and credit market volatility, (vi) the availability of raw materials, (vii) unanticipated expenditures related to the cost of

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compliance with environmental and other governmental regulations and (viii) the ability of the company to realize anticipated cost savings. These and other factors that could cause or contribute to actual results differing materially from any forward-looking statements are discussed in more detail in our other filings with the Securities and Exchange Commission. Forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the “safe harbor” provisions of such laws. Neenah Paper, Inc. cautions investors that any forward-looking statements we make are not guarantees or indicative of future performance.