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WEYERHAEUSER CO
Form 8-K
December 16, 2005

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

December 15, 2005

(Date of earliest event report)

WEYERHAEUSER COMPANY
(Exact name of registrant as specified in charter)

Washington 1-4825 91-0470860
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(State or other
jurisdiction of
incorporation or
organization)

(Commission
File Number)

(IRS Employer
Identification
Number)

Federal Way, Washington 98063-9777
(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))

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ITEM 7.01. REGULATION FD DISCLOSURE

On December 15, 2005, Weyerhaeuser Company issued a press release stating the following:

Weyerhaeuser Company Announces Results of Debt Tender Offer

FEDERAL WAY, Wash. - Weyerhaeuser Company (NYSE: WY) announced the expiration, as of 12:00 midnight, New York City time on Dec. 14, 2005, of its Maximum Tender Offers. The terms and conditions of the Maximum Tender Offers are described in the Offer to Purchase dated Nov. 16, 2005.

As previously announced, the Maximum Principal Amount to be Accepted by Weyerhaeuser pursuant to the Maximum Tender Offers is \$222,250,000. Because the principal amount of 6.125 percent Notes due March 15, 2007 validly tendered and not validly withdrawn exceeds the Maximum Principal Amount to be Accepted, Weyerhaeuser will not purchase any of its 5.950 percent Notes due Nov. 1, 2008. According to Global Bondholder Services Corporation, the depository for the Offers, \$360,559,000 in aggregate principal amount of 6.125 percent Notes due March 15, 2007 were validly tendered and not validly withdrawn on or before the expiration date. According to the terms and conditions of the Offers, \$222,250,000 in aggregate principal amount of 6.125 percent Notes due March 15, 2007 were validly tendered and accepted for purchase, resulting in a Final Proration Factor of 61.7 percent.

As previously announced, \$277,750,000 in aggregate principal amount of securities in the Any and All Offers, which expired on Dec. 1, 2005 were validly tendered and accepted for purchase on Dec. 2, 2005.

JPMorgan Securities, Inc. and Banc of America Securities LLC served as the dealer managers for the Offers and Deutsche Bank Securities, Inc. was co-dealer manager for the Offers. Global Bondholder Services Corporation served as the Depository and Information Agent for the Offers.

Weyerhaeuser Company, one of the world's largest integrated forest products companies, was incorporated in 1900. In 2004, sales were \$22.7 billion. It has offices or operations in 19 countries, with customers worldwide. Weyerhaeuser is principally engaged in the growing and harvesting of timber; the manufacture, distribution and sale of forest products; and real estate construction, development and related activities. Additional information about Weyerhaeuser's businesses, products and practices is available at: <http://www.weyerhaeuser.com>

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.

WEYERHAEUSER COMPANY

By /s/ Steven J. Hillyard

Its: Vice President and
Chief Accounting Officer

Date: December 15, 2005

