

INTERNATIONAL PAPER CO /NEW/

Form 8-K

November 16, 2011

**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**

November 16, 2011

(Date of Report)

November 8, 2011

(Date of earliest event reported)

**International Paper Company**

(Exact name of registrant as specified in its charter)

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Commission File Number 1-3157

New York  
(State or other jurisdiction

of incorporation)

13-0872805  
(IRS Employer

Identification No.)

6400 Poplar Avenue, Memphis, Tennessee  
(Address of principal executive offices)

38197  
(Zip Code)

Registrant's telephone number, including area code: (901) 419-7000

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

On November 16, 2011, International Paper Company (the Company) entered into a supplemental indenture (the Supplemental Indenture) to the indenture, dated as of April 12, 1999, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York Mellon (formerly known as The Bank of New York)), as trustee (together with the Supplemental Indenture, the Indenture). Pursuant to the Indenture, the Company issued and sold \$900,000,000 aggregate principal amount of 4.75% Notes due 2022 and \$600,000,000 aggregate principal amount of 6.00% Notes due 2041 (collectively, the Notes). The Notes were sold pursuant to an effective shelf registration statement (the Registration Statement) on Form S-3, File No. 333-157573, which became effective upon filing with the Securities and Exchange Commission on February 27, 2009. The closing of the sale of the Notes occurred on November 16, 2011. The Supplemental Indenture with respect to the Notes (including the form of Notes) is filed as Exhibit 4.1 hereto and is incorporated by reference herein.

**Item 8.01. Other Events.**

In connection with the issuance and sale of the Notes, the Company entered into an underwriting agreement (the Underwriting Agreement), dated November 8, 2011, by and among the Company and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., RBS Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule A thereto. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto.

A copy of the opinion of Debevoise & Plimpton LLP relating to the validity of the Notes is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

The exhibits to this Current Report on Form 8-K are hereby incorporated by reference into the Registration Statement.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement, dated November 8, 2011, by and among the Company and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., RBS Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule A thereto.
Exhibit 4.1	Supplemental Indenture (including the form of Notes), dated as of November 16, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.
Exhibit 5.1	Opinion of Debevoise & Plimpton LLP
Exhibit 23.1	Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1).

**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.

INTERNATIONAL PAPER COMPANY

By: /s/ Sharon R. Ryan

Name: Sharon R. Ryan

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: November 16, 2011

**EXHIBIT INDEX**

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Exhibit 1.1	Underwriting Agreement, dated November 8, 2011, by and among the Company and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., RBS Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule A thereto.
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Exhibit 5.1	Opinion of Debevoise & Plimpton LLP.
Exhibit 23.1	Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1).