

WEYERHAEUSER CO
Form 8-K
July 07, 2014

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

Date of Report (Date of earliest event reported) July 7, 2014

WEYERHAEUSER COMPANY

(Exact name of registrant as specified in its charter)

Washington
(State or other

jurisdiction of incorporation)

1-4825
(Commission

File Number)
Federal Way, Washington 98063-9777

91-0470860
(IRS Employer

Identification No.)

(Address of principal executive offices)

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 2.01 Completion of Acquisition or Disposition of Assets.

On July 7, 2014, Weyerhaeuser Company (Weyerhaeuser or the Company) issued a press release announcing the closing of the previously announced Reverse Morris Trust transaction (the Transactions), pursuant to which a wholly owned subsidiary of TRI Pointe Homes, Inc. (TRI Pointe) merged with and into Weyerhaeuser Real Estate Company (WRECO), an indirect wholly owned subsidiary of the Company, with WRECO surviving the merger and becoming a wholly owned subsidiary of TRI Pointe. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Weyerhaeuser announced the departure of Mr. Peter M. Orser, President of WRECO, in connection with the closing of the transaction with TRI Pointe. The effective date for Mr. Orser s departure was July 7, 2014, concurrent with the closing of the transaction with TRI Pointe.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The following unaudited pro forma condensed consolidated financial information of Weyerhaeuser Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference:

The unaudited pro forma condensed consolidated balance sheet of Weyerhaeuser Company as of March 31, 2014 after giving effect to the Transactions as if they had occurred on March 31, 2014;

The unaudited pro forma condensed consolidated statements of income of Weyerhaeuser Company for the year ended December 31, 2013 and the three months ended March 31, 2014 after giving effect to the Transactions as if they had occurred on January 1, 2013; and

Notes to the unaudited pro forma condensed consolidated financial information.

(d) Exhibits

Exhibit

| No. | Description |
|------|---|
| 99.1 | Press release of Weyerhaeuser Company dated July 7, 2014. |
| 99.2 | Unaudited pro forma condensed consolidated financial information of Weyerhaeuser Company. |

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

Date: July 7, 2014

By: /s/ Jeanne M. Hillman

Name: Jeanne M. Hillman

Title: Vice President and Chief Accounting Officer