

Edgar Filing: Domtar CORP - Form FWP

Domtar CORP  
Form FWP  
August 20, 2012  
Free Writing Prospectus

Filed Pursuant to Rule 433

(to the Preliminary Prospectus dated August 20, 2012)

Registration Statement No. 333-183410

Dated: August 20, 2012

**Domtar Corporation**

Pricing Term Sheet

Issuer:	Domtar Corporation
Security:	6.25% Senior Notes due 2042
Size:	\$250,000,000
Security Type:	SEC Registered Senior Notes
Maturity:	September 1, 2042
Coupon:	6.25%
Price:	99.581%
Yield to maturity:	6.281%
Spread to Benchmark Treasury:	337.5 bps
Benchmark Treasury:	3.000% UST due May 15, 2042
Benchmark Treasury Price and Yield:	101-27+; 2.906%
Interest Payment Dates:	March 1 and September 1, commencing March 1, 2013
Optional Redemption:	At any time, at a redemption price equal to the greater of (i) 100% of principal amount or (ii) discounted present value at T+50 bps, plus accrued and unpaid interest, if any.
	No redemption at 100% of principal amount during six months prior to stated maturity (notwithstanding the preliminary prospectus dated August 20, 2012).
Net Proceeds to Issuer Before Expenses:	\$246,765,000

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Trade Date: August 20, 2012  
Settlement: T+3; August 23, 2012  
CUSIP / ISIN: 257559AJ3 / US257559AJ34  
Ratings: Baa3/BBB-  
Denominations: \$2,000 x \$1,000  
Joint Book-Running Managers: J.P. Morgan Securities LLC  
Morgan Stanley & Co. LLC  
RBC Capital Markets, LLC  
Co-Managers: Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Scotia Capital (USA) Inc.  
CIBC World Markets Corp.  
Goldman, Sachs & Co.  
BMO Capital Markets Corp.  
Desjardins Securities Inc.  
Deutsche Bank Securities Inc.  
National Bank of Canada Financial Inc.  
Rabo Securities USA, Inc.  
TD Securities (USA) LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or RBC Capital Markets, LLC toll-free at 1-866-375-6829.**