

INTERNATIONAL PAPER CO /NEW/

Form 8-K/A

October 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 8, 2018 (June 19, 2018)

International Paper Company

(Exact name of registrant as specified in its charter)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

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

As previously reported on a Current Report on Form 8-K filed by International Paper Company (the Company) on June 20, 2018, as amended by a Current Report on Form 8-K/A filed by the Company on July 27, 2018 (as amended, the Original 8-K), Timothy S. Nicholls was appointed Senior Vice President and Chief Financial Officer of the Company effective June 20, 2018.

The Company is filing this Current Report on Form 8-K/A to amend the Original 8-K to report that on October 8, 2018, the Management Development and Compensation Committee of the Company's Board of Directors approved the following compensation adjustments for Mr. Nicholls, effective July 1, 2018, to reflect his new appointment:

New annual base salary of \$750,000 (increase of 5.6%);

New target short-term (annual) incentive compensation under the Company's Management Incentive Plan, or MIP, of \$750,000 (increase of 17%); and

No change to his target long-term incentive compensation under the Company's Performance Share Plan, or PSP, of \$2,500,000.

All other information in the Original 8-K remains unchanged.

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

Date: October 12, 2018 By: /s/ SHARON R. RYAN

Name: Sharon R. Ryan

Title: Senior Vice President, General Counsel and

Corporate Secretary