

RAYONIER ADVANCED MATERIALS INC.

Form 10-Q

August 03, 2017

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 24, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-36285

Incorporated in the State of Delaware

I.R.S. Employer Identification No. 46-4559529

1301 RIVERPLACE BOULEVARD, SUITE 2300

JACKSONVILLE, FL 32207

(Principal Executive Office)

Telephone Number: (904) 357-4600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

The registrant had 43,276,950 shares of common stock, \$.01 par value per share, outstanding as of July 28, 2017.

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## Part I. Financial Information

## Item 1. Financial Statements

## Rayonier Advanced Materials Inc.

## Condensed Consolidated Statements of Income and Comprehensive Income

(Unaudited)

(Dollars in thousands, except per share amounts)

|   | Three Months Ended |                  | Six Months Ended |                  |          |
|---|--------------------|------------------|------------------|------------------|----------|
|   | June 24,<br>2017   | June 25,<br>2016 | June 24,<br>2017 | June 25,<br>2016 |          |
| Net Sales   | \$201,226          | \$213,589        | \$402,641        | \$431,318        |          |
| Cost of Sales   | (167,881 )         | (164,786 )       | (332,879 )       | (342,277 )       |          |
| Gross Margin  | 33,345             | 48,803           | 69,762           | 89,041           |          |
| Selling, general and administrative expenses  | (18,465 )          | (9,256 )         | (27,992 )        | (16,634 )        |          |
| Other operating expense, net (Note 8)   | (1,526 )           | (978 )           | (2,451 )         | (1,918 )         |          |
| Operating Income  | 13,354             | 38,569           | 39,319           | 70,489           |          |
| Interest expense  | (9,209 )           | (8,267 )         | (18,037 )        | (16,938 )        |          |
| Interest income and other, net  | 654                | 115              | 1,135            | 116              |          |
| Unrealized gain on derivative instrument  | 2,062              | —                | 2,062            | —                |          |
| Gain on debt extinguishment   | —                  | —                | —                | 8,844            |          |
| Income Before Income Taxes  | 6,861              | 30,417           | 24,479           | 62,511           |          |
| Income tax expense (Note 9)   | (2,288 )           | (11,077 )        | (10,264 )        | (22,278 )        |          |
| Net Income Attributable to Rayonier Advanced Materials Inc.   | 4,573              | 19,340           | 14,215           | 40,233           |          |
| Mandatory convertible stock dividends   | (3,441 )           | —                | (6,616 )         | —                |          |
| Net Income Available to Rayonier Advanced Materials Inc. Common Stockholders  | \$1,132            | \$19,340         | \$7,599          | \$40,233         |          |
| Earnings Per Share of Common Stock (Note 7)   |                    |                  |                  |                  |          |
| Basic earnings per share  | \$0.03             | \$0.46           | \$0.18           | \$0.95           |          |
| Diluted earnings per share  | \$0.03             | \$0.46           | \$0.18           | \$0.95           |          |
| Dividends Declared Per Common Share   | \$0.07             | \$0.07           | \$0.14           | \$0.14           |          |
| Comprehensive Income:   |                    |                  |                  |                  |          |
| Net Income  |                    | \$4,573          | \$19,340         | \$14,215         | \$40,233 |
| Other Comprehensive Income (Note 6)   |                    |                  |                  |                  |          |
| Amortization of pension and postretirement plans, net of income tax expense of \$1,118, \$1,071, \$2,236 and \$2,173. | 2,031              | 1,990            | 4,061            | 3,907            |          |
| Total other comprehensive income  | 2,031              | 1,990            | 4,061            | 3,907            |          |
| Comprehensive Income  | \$6,604            | \$21,330         | \$18,276         | \$44,140         |          |

See Notes to Condensed Consolidated Financial Statements.

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Rayonier Advanced Materials Inc.  
Condensed Consolidated Balance Sheets  
(Unaudited)  
(Dollars in thousands)

|   | June 24,<br>2017 | December 31,<br>2016 |
|---|------------------|----------------------|
| Assets  |                  |                      |
| Current Assets  |                  |                      |
| Cash and cash equivalents   | \$368,698        | \$ 326,655           |
| Accounts receivable, less allowance for doubtful accounts of \$151 and \$151  | 39,223           | 37,626               |
| Inventory (Note 2)  | 113,625          | 118,368              |
| Prepaid and other current assets  | 48,896           | 36,859               |
| Total current assets  | 570,442          | 519,508              |
| Property, Plant and Equipment, Gross  | 2,076,759        | 2,056,372            |
| Less — Accumulated Depreciation   | (1,290,107 )     | (1,255,333 )         |
| Property, Plant and Equipment, Net  | 786,652          | 801,039              |
| Deferred Tax Assets   | 42,656           | 51,246               |
| Other Assets  | 48,760           | 50,146               |
| Total Assets  | \$1,448,510      | \$ 1,421,939         |
| Liabilities and Stockholders' Equity  |                  |                      |
| Current Liabilities   |                  |                      |
| Accounts payable  | \$57,883         | \$ 36,379            |
| Accrued customer incentives and prepayments   | 36,225           | 34,541               |
| Accrued payroll and benefits  | 15,146           | 21,902               |
| Current maturities of long-term debt (Note 3)   | 13,100           | 9,593                |
| Accrued income and other taxes  | 2,640            | 22                   |
| Accrued interest  | 3,153            | 2,499                |
| Dividends payable   | 2,970            | —                    |
| Other current liabilities   | 4,991            | 8,262                |
| Current liabilities for disposed operations (Note 5)  | 16,242           | 13,781               |
| Total current liabilities   | 152,350          | 126,979              |
| Long-Term Debt (Note 3)   | 768,645          | 773,689              |
| Non-Current Liabilities for Disposed Operations (Note 5)  | 136,272          | 139,129              |
| Pension and Other Postretirement Benefits   | 159,262          | 161,729              |
| Other Non-Current Liabilities   | 10,287           | 8,664                |
| Commitments and Contingencies   |                  |                      |
| Stockholders' Equity  |                  |                      |
| Preferred stock, 10,000,000 shares authorized at \$0.01 par value, 1,725,000 issued and outstanding as of June 24, 2017 and December 31, 2016, aggregate liquidation preference \$172,500 | 17               | 17                   |
| Common stock, 140,000,000 shares authorized at \$0.01 par value, 43,277,302 and 43,261,905 issued and outstanding, as of June 24, 2017 and December 31, 2016, respectively                | 433              | 433                  |
| Additional paid-in capital  | 247,267          | 242,402              |
| Retained earnings   | 79,996           | 78,977               |
| Accumulated other comprehensive loss  | (106,019 )       | (110,080 )           |
| Total Stockholders' Equity  | 221,694          | 211,749              |
| Total Liabilities and Stockholders' Equity  | \$1,448,510      | \$ 1,421,939         |

See Notes to Condensed Consolidated Financial Statements.

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Rayonier Advanced Materials Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands)

|  | Six Months Ended |                  |
|--|------------------|------------------|
|  | June 24,<br>2017 | June 25,<br>2016 |
| Operating Activities   |                  |                  |
| Net income   | \$ 14,215        | \$ 40,233        |
| Adjustments to reconcile net income to cash provided by operating activities:        |                  |                  |
| Depreciation and amortization  | 42,498           | 41,503           |
| Stock-based incentive compensation expense   | 5,012            | 3,082            |
| Amortization of capitalized debt costs and debt discount                             | 936              | 956              |
| Deferred income tax  | 6,355            | 22,418           |
| Increase in liabilities for disposed operations                                      | 1,404            | 2,637            |
| Gain on debt extinguishment  | —                | (8,844 )         |
| Unrealized gain on derivative instrument   | (2,062 )         | —                |
| Amortization of losses and prior service costs from pension and postretirement plans | 6,297            | 6,080            |
| Loss from sale/disposal of property, plant and equipment                             | 648              | 491              |
| Other  | —                | (1,287 )         |
| Changes in operating assets and liabilities:   |                  |                  |
| Receivables  | (1,597 )         | 34,337           |
| Inventories  | 4,743            | 19,128           |
| Accounts payable   | 25,683           | 7,647            |
| Accrued liabilities  | (5,089 )         | (2,156 )         |
| Contributions to pension and other postretirement benefit plans                      | (1,241 )         | (1,108 )         |
| All other operating activities   | (9,346 )         | (9,558 )         |
| Expenditures for disposed operations   | (1,800 )         | (4,746 )         |
| Cash Provided by Operating Activities  | 86,656           | 150,813          |
| Investing Activities   |                  |                  |
| Capital expenditures   | (32,369 )        | (38,422 )        |
| Other  | —                | 2,143            |
| Cash Used for Investing Activities   | (32,369 )        | (36,279 )        |
| Financing Activities   |                  |                  |
| Repayment of debt  | (2,231 )         | (46,831 )        |
| Dividends paid on common stock   | (2,966 )         | (2,955 )         |
| Dividends paid on preferred stock  | (6,900 )         | —                |
| Common stock repurchased   | (147 )           | (30 )            |
| Cash Used for Financing Activities   | (12,244 )        | (49,816 )        |
| Cash and Cash Equivalents  |                  |                  |
| Change in cash and cash equivalents  | 42,043           | 64,718           |
| Balance, beginning of year   | 326,655          | 101,303          |
| Balance, end of period   | \$ 368,698       | \$ 166,021       |
| Supplemental Disclosures of Cash Flows Information                                   |                  |                  |
| Cash paid (received) during the period:  |                  |                  |
| Interest   | \$ 16,986        | \$ 17,924        |
| Income taxes   | \$ 5,191         | \$ 2,341         |

Non-cash investing and financing activities:

|                                     |         |          |
|-------------------------------------|---------|----------|
| Capital assets purchased on account | \$5,977 | \$21,708 |
|-------------------------------------|---------|----------|

See Notes to Condensed Consolidated Financial Statements.

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Rayonier Advanced Materials Inc.  
Notes to Condensed Consolidated Financial Statements  
(Unaudited)  
(Dollar amounts in thousands unless otherwise stated)

1. Basis of Presentation and New Accounting Pronouncements

Basis of Presentation

The unaudited condensed consolidated financial statements and notes thereto of Rayonier Advanced Materials Inc. (the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). In the opinion of management, these financial statements and notes reflect all adjustments (all of which are normal recurring adjustments) necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. These statements and notes should be read in conjunction with the financial statements and supplementary data included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC.

New or Recently Adopted Accounting Pronouncements

In May 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-09, Compensation - Stock Compensation. The update provides guidance on how changes to the terms or conditions of stock compensation are accounted. It is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company is evaluating the impact of this standard on its consolidated financial statements.

In March 2017, FASB issued ASU No. 2017-07, Compensation - Retirement Benefits. The update improves the presentation of net periodic pension cost and net periodic postretirement benefit cost. It is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company is evaluating the impact of this standard on its consolidated financial statements.

In August 2016, FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments. The update was issued to reduce diversity in practice regarding the presentation of eight specific types of cash receipts and cash payments in the statement of cash flows. The update is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The update is not expected to have a material impact on the Company’s consolidated financial statements.

In March 2016, FASB issued ASU No. 2016-09, Compensation - Stock Compensation. The update simplifies several areas of accounting for share based payments. The guidance also includes the acceptable or required transition methods for each of the various amendments included in the new standard. It became effective for fiscal years beginning after December 15, 2016. The Company adopted as of January 1, 2017 and prospectively applied the guidance. The Company recorded \$2.3 million in tax expense during the first quarter of 2017 as a result of the adoption of ASU 2016-09.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The update requires entities to recognize assets and liabilities arising from finance and operating leases and to classify those finance and operating lease payments in the financing or operating sections, respectively, of the statement of cash flows. It is effective for fiscal years beginning after December 15, 2018. Early adoption is permitted. The Company is evaluating the impact of this standard on its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory. The update requires inventory to be measured at the lower of cost and net realizable value. It became effective for fiscal years beginning after December 15, 2016. The Company adopted as of January 1, 2017 and retrospectively applied the guidance. There was not a material impact on the Company’s financial statements as the inventory valuation practices already approximated the lower of cost or net realizable value.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, as amended and/or clarified by ASU Nos. 2016-08, 2016-10, 2016-12, and 2016-20, a comprehensive new revenue recognition standard. This standard will supersede virtually all current revenue recognition guidance. The core principle is that a company will recognize revenue when it transfers goods or services to customers for an amount that reflects the consideration to which the company expects to be entitled to in exchange for those goods or services. The new revenue standard (and subsequent amendments) will be effective for the Company's first quarter 2018 Form 10-Q filing.

The Company is continuing to evaluate the impact of the new standard on its consolidated financial statements and assessing changes required to its business processes, systems and controls to support revenue recognition. The Company plans to adopt the

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

new revenue guidance effective January 1, 2018 on a modified retrospective basis and does not expect the impact on its consolidated financial statements to be material. The primary impact is anticipated to be the additional required disclosures around revenue recognition in the notes to the consolidated financial statements.

Subsequent Events

Events and transactions subsequent to the balance sheet date have been evaluated for potential recognition and disclosure through August 3, 2017, the date these financial statements were available to be issued. Two subsequent events warranting disclosure were identified. On July 20, 2017, the Company's board of directors declared a third quarter cash dividend of \$2.00 per share of mandatory convertible preferred stock. The dividend will be paid on August 15, 2017 to mandatory convertible preferred stockholders of record as of August 1, 2017. The board of directors also declared a third quarter cash dividend of \$0.07 per share of common stock. The common stock dividend is payable on September 29, 2017 to common stockholders of record on September 15, 2017.

2. Inventory

As of June 24, 2017 and December 31, 2016, the Company's inventory included the following:

|  | June 24,<br>2017 | December 31,<br>2016 |
|--|------------------|----------------------|
| Finished goods                         | \$91,394         | \$ 94,858            |
| Work-in-progress                       | 3,013            | 3,422                |
| Raw materials                          | 16,297           | 17,183               |
| Manufacturing and maintenance supplies | 2,921            | 2,905                |
| Total inventory                        | \$113,625        | \$ 118,368           |

3. Debt

As of June 24, 2017 and December 31, 2016, the Company's debt consisted of the following:

|   | June 24,<br>2017 | December 31,<br>2016 |
|---|------------------|----------------------|
| Revolving Credit Facility of \$250 million, \$243 million available after taking into account outstanding letters of credit, bearing interest at LIBOR plus 1.50% at June 24, 2017          | \$—              | \$ —                 |
| Term A-1 Loan Facility borrowings maturing through June 2019 bearing interest at LIBOR plus 1.50%, interest rate of 2.72% at June 24, 2017  | 29,075           | 30,450               |
| Term A-2 Loan Facility borrowings maturing through June 2021 bearing interest at LIBOR plus 1.08% (after consideration of 0.67% patronage benefit), interest rate of 2.30% at June 24, 2017 | 250,575          | 251,300              |
| Senior Notes due 2024 at a fixed interest rate of 5.50%   | 506,412          | 506,412              |
| Capital Lease obligation  | 3,545            | 3,676                |
| Total principal payments due  | 789,607          | 791,838              |
| Less: original issue discount and debt issuance costs   | (7,862 )         | (8,556 )             |
| Total debt  | 781,745          | 783,282              |
| Less: Current maturities of long-term debt  | (13,100 )        | (9,593 )             |
| Long-term debt  | \$768,645        | \$ 773,689           |

During the first six months of 2017, the Company made \$2.1 million in principal repayments on the term loan facilities.



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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

Principal payments due during the next five years and thereafter are as follows:

|                          | Capital Lease                |                   | Net<br>Present<br>Value | Debt<br>Principal<br>Payments |
|--------------------------|------------------------------|-------------------|-------------------------|-------------------------------|
|                          | Minimum<br>Lease<br>Payments | Less:<br>Interest |                         |                               |
| Remaining 2017           | \$257                        | \$122             | \$135                   | \$7,675                       |
| 2018                     | 515                          | 230               | 285                     | 11,150                        |
| 2019                     | 515                          | 209               | 306                     | 18,225                        |
| 2020                     | 515                          | 187               | 328                     | 2,900                         |
| 2021                     | 515                          | 163               | 352                     | 239,700                       |
| Thereafter               | 2,533                        | 394               | 2,139                   | 506,412                       |
| Total principal payments | \$4,850                      | \$1,305           | \$3,545                 | \$786,062                     |

## 4. Fair Value Measurements

The following table presents the carrying amount, estimated fair values and categorization under the fair value hierarchy for financial instruments held by the Company at June 24, 2017 and December 31, 2016, using market information and what management believes to be appropriate valuation methodologies:

|                                      | June 24, 2017      |            |            | December 31, 2016  |            |            |
|--------------------------------------|--------------------|------------|------------|--------------------|------------|------------|
|                                      | Carrying<br>Amount | Fair Value |            | Carrying<br>Amount | Fair Value |            |
| Asset (liability) (a)                |                    | Level 1    | Level 2    |                    | Level 1    | Level 2    |
| Cash and cash equivalents            | \$368,698          | \$368,698  | \$ —       | \$326,655          | \$326,655  | \$ —       |
| Current derivative assets            | 2,062              | —          | 2,062      | —                  | —          | —          |
| Current maturities of long-term debt | (12,823 )          | —          | (13,250 )  | (9,327 )           | —          | (9,775 )   |
| Fixed-rate long-term debt            | (499,908 )         | —          | (493,752 ) | (499,444 )         | —          | (474,761 ) |
| Variable-rate long-term debt         | (265,468 )         | —          | (266,400 ) | (270,836 )         | —          | (271,975 ) |

(a) Table excludes the Company's capital lease obligation.

The Company uses the following methods and assumptions in estimating the fair value of its financial instruments:

Cash and cash equivalents — The carrying amount is equal to fair market value.

Current derivative asset (foreign currency collar) — The fair value is calculated using standard valuation models.

Significant inputs in these models include foreign currency future rates.

Debt — The fair value of fixed-rate debt is based upon quoted market prices for debt with similar terms and maturities.

The variable-rate debt adjusts with changes in the market rate, therefore the carrying value approximates fair value.

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

## 5. Liabilities for Disposed Operations

An analysis of the liabilities for disposed operations for the six months ended June 24, 2017 is as follows:

|  |            |
|--|------------|
| Balance, December 31, 2016                   | \$ 152,910 |
| Expenditures charged to liabilities (1,800 ) |            |
| Increase to liabilities                      | 1,404      |
| Balance, June 24, 2017                       | 152,514    |
| Less: Current portion (16,242 )              |            |
| Non-current portion                          | \$ 136,272 |

In addition to the estimated liabilities, the Company is subject to the risk of reasonably possible additional liabilities in excess of the established reserves due to potential changes in circumstances and future events, including, without limitation, changes to current laws and regulations; changes in governmental agency personnel, direction, philosophy and/or enforcement policies; developments in remediation technologies; increases in the cost of remediation, operation, maintenance and monitoring of its disposed operations sites; changes in the volume, nature or extent of contamination to be remediated or monitoring to be undertaken; the outcome of negotiations with governmental agencies and non-governmental parties; and changes in accounting rules or interpretations. Based on information available as of June 24, 2017, the Company estimates this exposure could range up to approximately \$64 million, although no assurances can be given that this amount will not be exceeded given the factors described above. These potential additional costs are attributable to several sites and other applicable liabilities. Further, this estimate excludes reasonably possible liabilities which are not currently estimable primarily due to the factors discussed above. Subject to the previous paragraph, the Company believes established liabilities are sufficient for probable costs expected to be incurred over the next 20 years with respect to its disposed operations. However, no assurances are given they will be sufficient for the reasons described above, and additional liabilities could have a material adverse effect on the Company's financial position, results of operations and cash flows.

## 6. Accumulated Other Comprehensive Loss

Accumulated Other Comprehensive Loss was comprised of the following:

|   | Six Months Ended |                  |
|---|------------------|------------------|
|   | June 24,<br>2017 | June 25,<br>2016 |
| Unrecognized components of employee benefit plans, net of tax |                  |                  |
| Balance, beginning of period                                  | \$(110,080)      | \$(109,620)      |
| Defined benefit pension and post-retirement plans (a)         |                  |                  |
| Amortization of losses  | 5,992            | 5,769            |
| Amortization of prior service costs                           | 382              | 388              |
| Amortization of negative plan amendment                       | (77 )            | (77 )            |
| Tax benefit   | (2,236 )         | (2,173 )         |
| Total reclassifications for the period, net of tax            | 4,061            | 3,907            |
| Balance, end of period  | \$(106,019)      | \$(105,713)      |

(a) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 11 — Employee Benefit Plans for additional information.

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

## 7. Earnings Per Share of Common Stock

The following table provides details of the calculations of basic and diluted earnings per share:

|  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 24, 2017      | June 25, 2016 | June 24, 2017    | June 25, 2016 |
| Net income   | \$4,573            | \$ 19,340     | \$14,215         | \$ 40,233     |
| Preferred Stock dividends  | (3,441 )           | —             | (6,616 )         | —             |
| Net income available for common stockholders                           | \$1,132            | \$ 19,340     | \$7,599          | \$ 40,233     |
| Shares used for determining basic earnings per share of common stock   | 42,387,578         | 42,229,476    | 42,368,652       | 42,217,952    |
| Dilutive effect of:  |                    |               |                  |               |
| Stock options  | —                  | —             | —                | —             |
| Performance and restricted shares                                      | 836,021            | 250,545       | 786,631          | 159,837       |
| Preferred Stock  | —                  | —             | —                | —             |
| Shares used for determining diluted earnings per share of common stock | 43,223,599         | 42,480,021    | 43,155,283       | 42,377,789    |
| Basic earnings per share (not in thousands)                            | \$0.03             | \$ 0.46       | \$0.18           | \$ 0.95       |
| Diluted earnings per share (not in thousands)                          | \$0.03             | \$ 0.46       | \$0.18           | \$ 0.95       |

Anti-dilutive instruments excluded from the computation of diluted earnings per share:

|                    | Three Months Ended |               | Six Months Ended |               |
|--------------------|--------------------|---------------|------------------|---------------|
|                    | June 24, 2017      | June 25, 2016 | June 24, 2017    | June 25, 2016 |
| Stock options      | 378,658            | 415,009       | 378,658          | 415,782       |
| Restricted stock   | 5,787              | 13,788        | 5,787            | 93,908        |
| Performance shares | 165,111            | 77,819        | 167,308          | 80,454        |
| Preferred Stock    | 11,371,718         | —             | 11,371,718       | —             |
| Total              | 11,921,274         | 506,616       | 11,923,471       | 590,144       |

## 8. Other Operating Expense, Net

Other operating expense, net was comprised of the following:

|   | Three Months Ended |               | Six Months Ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 24, 2017      | June 25, 2016 | June 24, 2017    | June 25, 2016 |
| Loss on sale or disposal of property, plant and equipment | \$(343 )           | \$(255 )      | \$(647 )         | \$(491 )      |
| Environmental reserve adjustment                          | (929 )             | (891 )        | (1,404 )         | (2,637 )      |
| Miscellaneous (expense) income                            | (254 )             | 168           | (400 )           | 1,210         |
| Total   | \$(1,526)          | \$(978 )      | \$(2,451)        | \$(1,918)     |

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

## 9. Income Taxes

The Company's effective tax rate for the three months ended June 24, 2017 and June 25, 2016 was 33.3 percent and 36.4 percent, respectively. For both quarters, the tax rate differs from the federal statutory rate of 35 percent primarily due to the domestic manufacturing deduction, state taxes and credits, and nondeductible expenses.

The Company's effective tax rate for the six months ended June 24, 2017 and June 25, 2016 was 41.9 percent and 35.6 percent respectively. The current year-to-date effective tax rate differs from the federal statutory rate of 35 percent primarily due to the recognition of tax expense of \$2.3 million, or a 9.6 percent impact on the effective tax rate, related to the 2014 employee incentive stock issuance, which did not pay out as a result of not meeting the required performance criteria. Other items impacting the effective tax rate in both year-to-date periods included the domestic manufacturing deduction, state taxes and credits, and nondeductible expenses.

## 10. Incentive Stock Plans

The Company's total stock based compensation cost, for the six months ended June 24, 2017 and June 25, 2016 was \$5.0 million and \$3.1 million, respectively.

The Company also made new grants of restricted and performance shares to certain employees during the first quarter of 2017. The 2017 restricted share awards vest over three years. The 2017 performance share awards are measured against an internal return on invested capital target and, depending on performance against the target, the awards will pay out between 0 and 200 percent of target. The total number of performance shares earned will be adjusted up or down 25 percent, for certain participants, based on stock price performance relative to a peer group over the term of the plan, which would result in a final payout range of 0 to 250 percent of target.

The following table summarizes the activity on the Company's incentive stock awards for the six months ended June 24, 2017:

|                                  | Stock Options |                                 | Restricted Stock |  | Performance-Based Stock Units |  | Performance-Based Restricted Stock |  |
|----------------------------------|---------------|---------------------------------|------------------|--|-------------------------------|--|------------------------------------|--|
|                                  | Options       | Weighted Average Exercise Price | Awards           | Weighted Average Grant Date Fair Value | Awards                        | Weighted Average Grant Date Fair Value | Awards                             | Weighted Average Grant Date Fair Value |
| Outstanding at December 31, 2016 | 399,012       | \$ 31.85                        | 667,899          | \$ 11.97                               | 718,891                       | \$ 10.05                               | 128,038                            | \$ 41.05                               |
| Granted                          | —             | —                               | 284,474          | 13.36                                  | 362,679                       | 14.60                                  | —                                  | —                                      |
| Forfeited                        | —             | —                               | (2,355 )         | 9.87                                   | (1,101 )                      | 9.80                                   | —                                  | —                                      |
| Exercised or settled             | —             | —                               | (99,320 )        | 11.43                                  | —                             | —                                      | —                                  | —                                      |
| Expired or cancelled             | (20,354 )     | 14.55                           | —                | —                                      | —                             | —                                      | (128,038 )                         | 41.05                                  |
| Outstanding at June 24, 2017     | 378,658       | \$ 27.69                        | 850,698          | \$ 12.50                               | 1,080,469                     | \$ 11.39                               | —                                  | \$ —                                   |

## 11. Employee Benefit Plans

The Company has a qualified non-contributory defined benefit pension plan covering a significant majority of its employees and an unfunded plan that provides benefits in excess of amounts allowable in the qualified plans under current tax law. Both the qualified plan and the unfunded excess plan are closed to new participants. Employee benefit plan liabilities are calculated using actuarial estimates and management assumptions. These estimates are based on historical information, along with certain assumptions about future events. Beginning in 2017, the Company changed the method used to determine the service and interest cost components of net periodic benefit cost. Previously, the cost was determined using a single weighted-average discount rate derived from the yield curve. Under the new method, known as the spot rate approach, individual spot rates along the yield curve that correspond with the timing of



each benefit payment was used. The Company believes this change provides a more precise measurement of service and interest costs by improving the correlation between projected cash outflows and corresponding spot rates on the yield curve. The Company estimates the adoption of the spot rate approach will decrease pension and postretirement cost by approximately \$3.0 million as compared to using the single weighted-average discount rate derived from the yield curve for the full year 2017. Changes in assumptions, as well as changes in actual experience, could cause the estimates to change.

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

The net pension and postretirement benefit costs that have been recorded are shown in the following tables:

| Components of Net Periodic Benefit Cost | Pension       |               | Postretirement |               |
|---|---------------|---------------|----------------|---------------|
|   | Three Months  |               | Three Months   |               |
|   | Ended         | Ended         | Ended          | Ended         |
|   | June 24, 2017 | June 25, 2016 | June 24, 2017  | June 25, 2016 |
| Service cost                            | \$1,184       | \$1,306       | \$236          | \$202         |
| Interest cost                           | 3,318         | 3,979         | 198            | 218           |
| Expected return on plan assets          | (5,548)       | (5,830)       | —              | —             |
| Amortization of prior service cost      | 190           | 191           | —              | 4             |
| Amortization of losses                  | 2,913         | 2,835         | 83             | 70            |
| Amortization of negative plan amendment | —             | —             | (38)           | (39)          |
| Total net periodic benefit cost         | \$2,057       | \$2,481       | \$479          | \$455         |

| Components of Net Periodic Benefit Cost | Pension       |               | Postretirement |               |
|---|---------------|---------------|----------------|---------------|
|   | Six Months    |               | Six Months     |               |
|   | Ended         | Ended         | Ended          | Ended         |
|   | June 24, 2017 | June 25, 2016 | June 24, 2017  | June 25, 2016 |
| Service cost                            | \$2,368       | \$2,612       | \$471          | \$404         |
| Interest cost                           | 6,636         | 7,958         | 396            | 436           |
| Expected return on plan assets          | (11,096)      | (11,660)      | —              | —             |
| Amortization of prior service cost      | 381           | 381           | 1              | 7             |
| Amortization of losses                  | 5,826         | 5,671         | 167            | 98            |
| Amortization of negative plan amendment | —             | —             | (77)           | (77)          |
| Total net periodic benefit cost         | \$4,115       | \$4,962       | \$958          | \$868         |

The Company does not have any mandatory pension contribution requirements in 2017.

## 12. Contingencies

The Company is engaged in various legal and regulatory actions and proceedings, and has been named as a defendant in various litigation arising in the ordinary course of its business. While the Company has procured reasonable and customary insurance covering risks normally occurring in connection with its businesses, the Company has in certain cases retained some risk through the operation of self-insurance, primarily in the areas of workers' compensation, property insurance and general liability. While there can be no assurance, the ultimate outcome of these proceedings, either individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

On June 30, 2017 collective bargaining agreements covering approximately 587 hourly employees at our Jesup plant expired. The parties have continued to work under the terms of the expired contracts while negotiations continue, as has been the practice during past negotiations. While there can be no assurance, we expect to reach agreements with our unions; however, a work stoppage could have a material adverse effect on our business, results of operations and financial condition.



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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

## 13. Guarantees

The Company provides financial guarantees as required by creditors, insurance programs and various governmental agencies. As of June 24, 2017, the following financial guarantees were outstanding:

| Financial Commitments         | Maximum Potential Payment | Carrying Amount of Liability |
|-------------------------------|---------------------------|------------------------------|
| Standby letters of credit (a) | \$ 7,025                  | \$ 2,666                     |
| Surety bonds (b)              | 56,201                    | 55,516                       |
| LTF project (c)               | 31,505                    | —                            |
| Total financial commitments   | \$ 94,731                 | \$ 58,182                    |

The letters of credit primarily provide credit support for natural gas purchases and insurance programs. The (a) Company was released from its requirement to provide letters of credit for its financial assurance relating to its environmental remediation and post closure care as of June 24, 2017.

Rayonier Advanced Materials purchases surety bonds primarily to comply with financial assurance requirements relating to environmental remediation and post closure care and to provide collateral for the Company's workers' (b) compensation program. These surety bonds expire at various dates during 2017, 2018 and 2019. They are expected to be renewed annually as required.

LignoTech Florida entered into a construction contract to build its lignin manufacturing facility. The Company is a (c) guarantor under the contract and is jointly and severally liable for payment of costs incurred to construct the facility. In the event of default, the Company expects it would only be liable for its proportional share as a result of an agreement with its venture partner.

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Rayonier Advanced Materials Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(Dollar amounts in thousands unless otherwise stated)

## 14. Pending Acquisition

On May 25, 2017, the Company announced that it entered into an agreement to acquire all of the outstanding common shares of Tembec Inc. (“Tembec”). Tembec is a leading manufacturer of forest products including lumber, paper pulp, paper, commodity products and cellulose specialties with operations in Canada and France. On July 23, 2017, the agreement was amended. Under the terms of the amendment, Tembec shareholders at their choice will receive C\$4.75 in cash or 0.2542 shares of the Company’s common stock, subject to proration to ensure that no more than 66.8% of the aggregate Tembec shares shall receive the per share cash consideration and no more than 33.2% of the aggregate Tembec shares will receive the per share stock consideration. The purchase price of approximately \$870 million, which includes the assumption of \$481 million of Tembec net debt, is based on the Company’s closing stock price and currency exchange rate as of June 24, 2017. The transaction is expected to be funded with cash on-hand, committed bank financing and the issuance of approximately 8.4 million shares of Company stock. Completion of the transaction is subject to certain closing conditions, including approval by Tembec’s shareholders, which was ratified at its shareholder meeting on July 27, approval by Canadian courts, which is expected on August 7, 2017, and remaining approvals by regulators in Canada and China, which are anticipated to occur in the fourth quarter.

In connection with the acquisition of Tembec, the Company entered into a foreign currency collar, a derivative, as an economic hedge of the anticipated cash flows denominated in Canadian dollars associated with the acquisition. The derivative does not meet the hedging accounting criteria and is being marked-to-market through other non-operating income.

The Company’s derivative positions are presented in the table below:

| Derivatives Not Designated as Hedging Instruments | June 24, 2017 | December 31, 2016 | Balance Sheet Location |
|---|---------------|-------------------|------------------------|
| Notional amount (in Canadian Dollars)             | 300,000       | \$ —              |                        |
| Derivative Assets - fair value                    |               |                   |                        |
| Foreign currency collar (a)                       | \$3,689       | \$ —              |                        |
| Derivative Liabilities - fair value               |               |                   |                        |
| Foreign currency collar (a)                       | \$(1,627)     | \$ —              |                        |
| Total   | \$2,062       | \$ —              | —Other current assets  |

(a) The currency collar is subject to an enforceable master netting agreement and is presented net on the balance sheet.

The effect on the statement of income of the outstanding derivative instrument is summarized as follows:

|   | Location of Gain (Loss) Recognized in Income on Derivative | Gains (Losses) for the periods |               |                  |               |
|---|--|--------------------------------|---------------|------------------|---------------|
|   |  | Three Months Ended             | June 24, 2017 | Six Months Ended | June 25, 2016 |
| Derivatives Not Designated as Hedging Instruments |  |                                |               |                  |               |
| Foreign currency collar                           | Other non-operating income                                 | \$2,062                        | \$ —          | —\$2,062         | \$ —          |



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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

When we refer to "we," "us," "our" or "the Company," we mean Rayonier Advanced Materials Inc. and its consolidated subsidiaries. References herein to "Notes to Financial Statements" refer to the Notes to the Condensed Consolidated Financial Statements of Rayonier Advanced Materials Inc. included in Item 1 of this Report.

The Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide a reader of our financial statements with a narrative from the perspective of management on our financial condition, results of operations, liquidity and certain other factors which may affect future results. Our MD&A should be read in conjunction with our 2016 Annual Report on Form 10-K and information contained in our subsequent Forms 10-Q, 8-K and other reports to the U.S. Securities and Exchange Commission (the "SEC").

Note About Forward-Looking Statements

Certain statements in this document regarding anticipated financial, business, legal or other outcomes including business and market conditions, outlook and other similar statements relating to Rayonier Advanced Materials' future events, developments, or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "forecast," "anticipate," "guidance," and other similar language. However, the absence of these similar words or expressions does not mean a statement is not forward-looking. While we believe these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance these expectations will be attained and it is possible actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties.

Such risks and uncertainties include, but are not limited to: competitive pressures in the markets in which we operate, especially with respect to increases in supply and pressures on demand for our products, which impact pricing; our ability to complete our announced cost and debt reduction initiatives and objectives within the planned parameters and achieve the anticipated benefits; our customer concentration, especially with our three largest customers; changes in global economic conditions, including currency; the Chinese dumping duties currently in effect for commodity viscose pulps; potential legal, regulatory and similar challenges relating to our permitted air emissions and waste water discharges from our facilities by non-governmental groups and individuals; the effect of current and future environmental laws and regulations as well as changes in circumstances on the cost and estimated future cost of required environmental expenditures; the potential impact of future tobacco-related restrictions; potential for additional pension contributions; labor relations with the unions representing our hourly employees; the effect of weather and other natural conditions; changes in transportation-related costs and availability; the failure to attract and retain key personnel; the failure to innovate to maintain our competitiveness, grow our business and protect our intellectual property; uncertainties related to the availability of additional financing to us in the future and the terms of such financing; our inability to make or effectively integrate current and future acquisitions and engage in certain other corporate transactions; any failure to realize expected benefits from our separation from Rayonier Inc.; risks related to our pending acquisition of Tembec Inc., including the failure to satisfy the conditions to completing the transaction, including obtaining regulatory approvals, our failure to obtain the anticipated benefits and synergies from the acquisition and the impact of additional debt we will incur and equity that we will issue to finance the acquisition; financial and other obligations under agreements relating to our debt; and uncertainties relating to general economic, political, and regulatory conditions.

Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we have made or may make in our filings and other submissions to the U.S. Securities and Exchange Commission (the "SEC"), including those on Forms 10-Q, 10-K, 8-K and other reports.

Note About Non-GAAP Financial Measures

This document contains certain non-GAAP financial measures, including Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) and adjusted free cash flows. These non-GAAP measures are reconciled to each of their respective most directly comparable GAAP financial measures in Item 2 — Management’s Discussion and Analysis of Financial Condition and Results of Operations.

We believe these non-GAAP measures provide useful information to our board of directors, management and investors regarding certain trends relating to our financial condition and results of operations. Our management uses these non-GAAP



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measures to compare our performance to that of prior periods for trend analyses, purposes of determining management incentive compensation and budgeting, forecasting and planning purposes.

We do not consider these non-GAAP measures an alternative to financial measures determined in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”). The principal limitations of these non-GAAP financial measures are that they may exclude significant expenses and income items that are required by GAAP to be recognized in our consolidated financial statements. In addition, they reflect the exercise of management’s judgment about which expenses and income items are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management provides reconciliations of the non-GAAP financial measures we use to their most directly comparable GAAP measures. Non-GAAP financial measures should not be relied upon, in whole or part, in evaluating the financial condition, results of operations or future prospects of the Company.

### Business

Rayonier Advanced Materials is a leading manufacturer of high-value cellulose products with production facilities in Jesup, Georgia and Fernandina Beach, Florida. These products are sold throughout the world for use in various industrial applications and to produce a wide variety of products, including cigarette filters, foods, pharmaceuticals, textiles and electronics.

Our primary products consist of the following:

Cellulose specialties products are primarily used in dissolving chemical applications that require a highly purified form of cellulose. We concentrate on producing the purest, most technologically-demanding forms of cellulose specialties products, such as cellulose acetate and high-purity cellulose ethers, and are a leading supplier of these products. Typically, though not exclusively, product pricing is set annually in the fourth quarter for the following year based on discussions with customers and the terms of contractual arrangements. The manufacture and sale of cellulose specialties products are the primary driver of the Company’s profitability.

Commodity products are used for viscose and absorbent materials applications. Commodity viscose is a raw material required for the manufacture of viscose staple fibers which are used in woven applications such as textiles for clothing and other fabrics, and in non-woven applications such as baby wipes, cosmetic and personal wipes, industrial wipes and mattress ticking. Absorbent materials, typically referred to as fluff fibers, are used as an absorbent medium in products such as disposable baby diapers, feminine hygiene products, incontinence pads, convalescent bed pads, industrial towels and wipes and non-woven fabrics. Pricing for commodity products is typically referenced to published indices or based on publicly available spot market prices.

On May 25, 2017, we announced we had entered into an agreement to acquire all of the outstanding common shares of Tembec Inc. (“Tembec”). Tembec is a leading manufacturer of forest products including lumber, paper pulp, paper, commodity products and cellulose specialties with operations in Canada and France. On July 23, 2017, the agreement was amended. Under the terms of the amendment, Tembec shareholders at their choice will receive C\$4.75 in cash or 0.2542 shares of our common stock, subject to proration to ensure that no more than 66.8% of the aggregate Tembec shares will receive the per share cash consideration and no more than 33.2% of the aggregate Tembec shares will receive the per share stock consideration. The purchase price of approximately \$870 million, which includes the assumption of \$481 million of Tembec net debt, is based on our closing stock price and currency exchange rate as of June 24, 2017. The transaction is expected to be funded with cash on-hand, committed bank financing and the issuance of approximately 8.4 million shares of our stock. Completion of the transaction is subject to certain closing conditions, including approval by Tembec’s shareholders, which was ratified at its shareholder meeting on July 27, approval by Canadian courts, which is expected on August 7, 2017, and approvals by regulators in Canada and China, which are anticipated to occur in the fourth quarter.

### Industry Update and Guidance

Cellulose specialties end-use markets remain mixed. Demand growth for cigarette filter tow, the largest end-use of our acetate products, is anticipated to be flat while other acetate end-uses offer new potential opportunities. Ethers, tire cord and filtration end-use markets continue to improve, providing opportunities for greater volume growth. Foreign competitors continue to benefit from weak global currencies relative to the U. S. dollar, which have more recently

stabilized. Given these market conditions, we continue to focus on our strategic objectives to reduce cost, improve competitiveness and diversify product offerings.

As previously announced, we expect 2017 cellulose specialties prices to decline 3 to 4 percent reflecting a shift in our cellulose specialties mix as well as lower acetate prices. Cellulose specialties sales volumes are expected to be relatively flat compared to 2016. Commodity products sales volumes are expected to be lower than prior year due to the mix shift and timing of sales. In addition, we now anticipate to achieve the full \$30 million of cost improvements. As a result, we expect net income and pro forma EBITDA at high end of our initial guidance of \$32 to \$39 million and \$190 to \$200 million, respectively. Cash flow from operations

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and adjusted free cash flows are anticipated to be \$142 to \$152 million and \$90 to \$100 million, respectively. Capital expenditures are expected to be approximately \$60 million, including our investment in the LignoTech Florida project.

Reconciliation of Guided Non-GAAP measures

Pro forma EBITDA guidance for 2017 of \$190 to \$200 million represents expected 2017 net income of \$32 to \$39 million excluding estimated acquisition related costs (net of tax expense), income tax expense, interest expense, net, and depreciation and amortization of \$12 million, \$20 to \$23 million, \$37 million, and \$89 million, respectively. Adjusted Free Cash Flows Guidance for 2017 of \$90 to \$100 million represents expected 2017 operating cash flows of \$142 to \$152 million excluding capital expenditures of \$60 million.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements requires us to make estimates, assumptions and judgments that affect our assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. We base these estimates and assumptions on historical data and trends, current fact patterns, expectations and other sources of information we believe are reasonable. Actual results may differ from these estimates. For a full description of our critical accounting policies, see Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations in our 2016 Annual Report on Form 10-K.

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## Results of Operations

| Financial Information (in millions)  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 24, 2017      | June 25, 2016 | June 24, 2017    | June 25, 2016 |
| Net Sales  |                    |               |                  |               |
| Cellulose specialties  | \$ 158             | \$ 175        | \$ 315           | \$ 340        |
| Commodity products and other   | 43                 | 39            | 88               | 91            |
| Total Net Sales  | 201                | 214           | 403              | 431           |
| Cost of Sales  | (168 )             | (165 )        | (333 )           | (342 )        |
| Gross Margin   | 33                 | 49            | 70               | 89            |
| Selling, general and administrative expenses                                 | (18 )              | (9 )          | (28 )            | (17 )         |
| Other operating expense, net   | (2 )               | (1 )          | (3 )             | (2 )          |
| Operating Income   | 13                 | 39            | 39               | 70            |
| Interest expense and other, net  | (8 )               | (9 )          | (17 )            | (17 )         |
| Unrealized gain on derivative instrument                                     | 2                  | —             | 2                | —             |
| Gain on debt extinguishment  | —                  | —             | —                | 9             |
| Income Before Income Taxes   | 7                  | 30            | 24               | 62            |
| Income tax expense   | (2 )               | (11 )         | (10 )            | (22 )         |
| Net Income Attributable to Rayonier Advanced Materials Inc.                  | 5                  | 19            | 14               | 40            |
| Mandatory convertible stock dividends  | (4 )               | —             | (7 )             | —             |
| Net Income Available to Rayonier Advanced Materials Inc. Common Stockholders | \$ 1               | \$ 19         | \$ 7             | \$ 40         |
| Other Data   |                    |               |                  |               |
| Sales Prices (\$ per metric ton)   |                    |               |                  |               |
| Cellulose specialties  | \$ 1,434           | \$ 1,548      | \$ 1,453         | \$ 1,551      |
| Commodity products   | \$ 764             | \$ 668        | \$ 740           | \$ 675        |
| Sales Volumes (thousands of metric tons)                                     |                    |               |                  |               |
| Cellulose specialties  | 110                | 113           | 217              | 219           |
| Commodity products   | 54                 | 55            | 113              | 130           |
| Gross Margin %   | 16.4               | % 22.9        | % 17.4           | % 20.6        |
| Operating Margin %   | 6.4                | % 18.2        | % 9.6            | % 16.2        |
| Effective Tax Rate %   | 33.3               | % 36.4        | % 41.9           | % 35.6        |

| Net Sales (in millions)      | June 25, 2016 | Changes Attributable to: | June 24, 2017 |
|------------------------------|---------------|--------------------------|---------------|
|                              |               | Price                    | Volume/Mix    |
| Three Months Ended           | 2016          |                          | 2017          |
| Cellulose specialties        | \$ 175        | \$(13 )                  | \$ (4 )       |
| Commodity products and other | 39            | 5                        | (1 )          |
| Total Net Sales              | \$ 214        | \$(8 )                   | \$ (5 )       |

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For the three months ended June 24, 2017, net sales decreased \$13 million or 6 percent. The decrease in net sales was driven by a decline in cellulose specialties sales prices of 7 percent and lower cellulose specialties sales volumes. Cellulose specialties sales price declines reflect a mix of a greater percentage of lower priced cellulose specialties. Full year cellulose specialties contractual volume commitments remain unchanged with sales in the second half of 2017 more heavily weighted toward higher priced products. As a result, cellulose specialties pricing for the second half of 2017 is anticipated to improve relative to the first half. Commodity product sales volumes decreased and prices increased due to a shift in commodity products production from fluff to commodity viscose, improving profitability from stronger commodity viscose markets.

| Net Sales (in millions)<br>Six Months Ended | June 25,<br>2016 | Changes<br>Attributable to: |            | June 24,<br>2017 |
|---|------------------|-----------------------------|------------|------------------|
|   |                  | Price                       | Volume/Mix |                  |
| Cellulose specialties                       | \$ 340           | \$(21)                      | \$ (4 )    | \$ 315           |
| Commodity products and other                | 91               | 7                           | (10 )      | 88               |
| Total Net Sales                             | \$ 431           | \$(14)                      | \$ (14 )   | \$ 403           |

For the six months ended June 24, 2017, net sales decreased \$28 million or 6 percent. The decrease in net sales was driven by a decline in cellulose specialties sales prices of 6 percent for the period and lower cellulose specialties sales volumes. Cellulose specialties sales price declines reflect a mix of a greater percentage of lower priced cellulose specialties. Full year cellulose specialties contractual volume commitments remain unchanged with sales in the second half of 2017 more heavily weighted toward higher priced products. As a result, cellulose specialties pricing for the second half of 2017 is anticipated to improve relative to the first half. Commodity product sales volumes decreased and prices increased due to a shift in commodity products production from fluff to commodity viscose, improving profitability from stronger commodity viscose markets.

| Operating Income (in<br>millions)<br>Three Months Ended | June<br>25,<br>2016 | Gross Margin Changes<br>Attributable to (a): |                     |        | SG&A<br>and<br>other | June<br>24,<br>2017 |
|---|---------------------|--|---------------------|--------|----------------------|---------------------|
|   |                     | Price  | Volume/Sales<br>Mix | Cost   |                      |                     |
| Operating Income  | \$39                | \$(8)  | \$ (3 )             | \$(5)  | \$(10)               | \$13                |
| Operating Margin %                                      | 18.2%               | (3.2)%                                       | (1.1 )%             | (2.5)% | (5.0 )%              | 6.4 %               |

For the three month period ending June 24, 2017, operating income and margin percentage decreased \$26 million, or 11.8 percentage points, versus the prior year comparable period. Second quarter 2017 results reflect lower cellulose specialties sales prices and lower cellulose specialties and commodity products sales volumes, partially offset by higher commodity product sales prices, as discussed above. Cost increased as savings from Cost Transformation were more than offset by costs incurred to achieve additional future savings, the higher production expenses due to sales mix, chemical prices, and depreciation, as well as investments in Market Optimization. Selling, general and administrative and other expenses also increased primarily due to \$8 million of transaction costs associated with the acquisition of Tembec, higher stock compensation expense and increased marketing costs related to New Products.

| Operating Income (in<br>millions)<br>Six Months Ended | June 25,<br>2016 | Gross Margin Changes<br>Attributable to (a): |                     |      | SG&A<br>and<br>other | June 24,<br>2017 |
|---|------------------|--|---------------------|------|----------------------|------------------|
|   |                  | Price  | Volume/Sales<br>Mix | Cost |                      |                  |
| Operating Income                                      | \$ 70            | \$(14)                                       | \$ (6 )             | \$1  | \$(12)               | \$ 39            |
| Operating Margin %                                    | 16.2 %           | (2.8 )%                                      | (1.0 )%             | 0.2% | (3.0 )%              | 9.6 %            |

(a) Computed based on contribution margin.

For the six month period ending June 24, 2017, operating income and margin percentage decreased \$31 million, or 6.6 percentage points, versus the prior year comparable period. Year-to-date 2017 results reflect lower cellulose specialties sales prices and lower cellulose specialties and commodity product sales volumes, partially offset by higher commodity product sales prices, as previously discussed. Cost decreased slightly as savings from Cost Transformation

were mostly offset by costs incurred to achieve additional future savings, the higher production expenses due to sales mix, chemical prices, and depreciation, as well as investments in Market Optimization. Selling, general and administrative expenses and other also increased primarily due to \$8 million of transaction costs associated with the acquisition of Tembec, higher stock compensation expense and increased marketing costs related to New Products.

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The Company expects second half pro forma operating income to improve significantly from the first half as cellulose specialties sales prices reflect a heavier mix of higher value products.

### Other Non-operating Expense and Income

Interest expense and other, net was \$9 million and \$17 million for the quarter and year to date 2017 periods, respectively, compared to \$8 million and \$17 million in the prior year periods, respectively, as a result of lower outstanding debt and interest income on higher cash balances offset by higher LIBOR interest rates on floating rate debt. See Note 3 — Debt.

In connection with the acquisition of Tembec, we entered into a foreign currency collar, a derivative, as an economic hedge of the anticipated cash flows denominated in Canadian dollars associated with the acquisition. The derivative was not deemed a hedge for accounting purposes and, as a result, we recorded an unrealized gain on derivative instrument of \$2.1 million in the three and six month periods ended June 24, 2017. See Note 14 — Pending Acquisition.

In the first quarter of 2016, we recorded a gain on the extinguishment of debt of approximately \$9 million as a result of the purchase of \$44 million of our 5.50% Senior Notes due 2024.

### Income Tax Expense

Our effective tax rate for the six months ended June 24, 2017 and June 25, 2016 was 33.3 percent compared to 36.4 percent, respectively. Our effective tax rate for the six months ended June 24, 2017 and June 25, 2016 was 41.9 percent and 35.6 percent, respectively. For both the quarter-to date and year-to-date 2016 periods, the effective tax rate differs from the federal statutory rate primarily due to the domestic manufacturing deduction, state taxes and credits and nondeductible expenses. In addition to the factors listed above, the quarter-to date and year-to-date 2017 effective tax rates are also impacted by the accounting treatment of the 2014 employee incentive stock program, which did not pay out as a result of not meeting the required performance criteria. See Note 9 — Income Taxes for additional information.

### Liquidity and Capital Resources

Cash flows from operations have historically been our primary source of liquidity and capital resources. We believe our cash flows and availability under our revolving credit facility, as well as our ability to access the capital markets, if necessary or desirable, will be adequate to fund our operations and anticipated long-term funding requirements, including capital expenditures, dividend payments, defined benefit plan contributions and repayment of debt maturities.

As of June 24, 2017, our Board of Directors has declared, and we have paid, cash dividends on our preferred stock of \$2.00 per share or approximately \$7 million. Additionally, our Board of Directors has declared cash dividend of \$0.07 per share of common stock in both the first and second quarter. The first quarter and second quarter common stock dividend were paid on March 31, 2017 and June 30, 2017, respectively.

The declaration and payment of future preferred and common stock dividends will be at the discretion of the Board of Directors and will be dependent upon our financial condition, results of operations, capital requirements and other factors the Board of Directors deems relevant. In addition, certain of our debt facilities may restrict the declaration and payment of dividends, depending upon our then current compliance with certain covenants.

Our debt agreements contain various customary covenants. At June 24, 2017, we were in compliance with all covenants. Our financial statements do not include assets, revenues, covenant EBITDA or liabilities for non-guarantors of our debt as of June, 24, 2017.

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A summary of liquidity and capital resources is shown below (in millions of dollars):

|  | June 24, December 31, |        |
|--|-----------------------|--------|
|  | 2017                  | 2016   |
| Cash and cash equivalents (a)                        | \$369                 | \$ 326 |
| Availability under the Revolving Credit Facility (b) | 243                   | 229    |
| Total debt (c)                                       | 782                   | 783    |
| Stockholders' equity                                 | 222                   | 212    |
| Total capitalization (total debt plus equity)        | 1,004                 | 995    |
| Debt to capital ratio                                | 78 %                  | 79 %   |

(a) Cash and cash equivalents consisted of cash, money market deposits and time deposits with original maturities of 90 days or less.

(b) Availability under the revolving credit facility is reduced by standby letters of credit of approximately \$7 million at June 24, 2017 and \$21 million as of December 31, 2016.

(c) See Note 3 — Debt for additional information.

#### Cash Flows (in millions of dollars)

The following table summarizes our cash flows from operating, investing and financing activities for the six months ended:

| Cash Provided by (Used for): | June 24, June 25, |        |
|------------------------------|-------------------|--------|
|                              | 2017              | 2016   |
| Operating activities         | \$ 87             | \$ 151 |
| Investing activities         | (32 )             | (36 )  |
| Financing activities         | (12 )             | (50 )  |

Cash provided by operating activities decreased \$64 million primarily due to decreased earnings and the decline in working capital requirements which occurred in the first quarter of 2016. Cash used for investing activities declined as a result of reduced regulatory capital spending offset by other investing activities. Cash used for financing activities decreased \$38 million primarily due to lower discretionary debt principal repayments, partially offset by 2017 dividends on preferred stock. See Note 3 — Debt for additional information.

#### Performance and Liquidity Indicators

The discussion below is presented to enhance the reader's understanding of our operating performance, liquidity, ability to generate cash and satisfy rating agency and creditor requirements. This information includes the following measures of financial results: EBITDA, pro forma EBITDA and adjusted free cash flows. These measures are not defined by GAAP and the discussion of EBITDA and adjusted free cash flows is not intended to conflict with or change any of the GAAP disclosures described above. Management considers these measures, in addition to operating income, to be important to estimate the enterprise and stockholder values of the Company, and for making strategic and operating decisions. In addition, analysts, investors and creditors use these measures when analyzing our operating performance, financial condition and cash generating ability. Management uses EBITDA and pro forma EBITDA as performance measures and adjusted free cash flows as a liquidity measure.

EBITDA is defined by SEC rule as earnings before interest, taxes, depreciation and amortization. We define pro forma EBITDA as EBITDA before acquisition related costs, unrealized gain on derivative instrument, and gain on debt extinguishment. EBITDA and pro forma EBITDA are not necessarily indicative of results that may be generated in future periods.



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Below is a reconciliation of Net Income to EBITDA for the respective periods (in millions of dollars):

| Net Income to EBITDA Reconciliation      | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 24, 2017      | June 25, 2016 | June 24, 2017    | June 25, 2016 |
| Net Income                               | \$5                | \$ 19         | \$ 14            | \$ 40         |
| Depreciation and amortization            | 20                 | 19            | 43               | 42            |
| Interest, net                            | 9                  | 9             | 17               | 17            |
| Income tax expense                       | 2                  | 11            | 10               | 22            |
| EBITDA                                   | 36                 | 58            | 84               | 121           |
| Acquisition related costs                | 8                  | —             | 8                | —             |
| Unrealized gain on derivative instrument | (2 )               | —             | (2 )             | —             |
| Gain on debt extinguishment              | —                  | —             | —                | (9 )          |
| Pro Forma EBITDA                         | \$42               | \$ 58         | \$90             | \$ 112        |

EBITDA and pro forma EBITDA for the three months and six months ended June 24, 2017 decreased from the prior year period primarily due to lower net income and, as a result, lower income tax expense driven by lower prices for our cellulose specialties, lower cellulose specialties and commodity products volumes and increased costs.

We define adjusted free cash flows as cash provided by operating activities adjusted for capital expenditures excluding strategic capital. Adjusted free cash flows is a non-GAAP measure of cash generated during a period which is available for dividend distribution, debt reduction, strategic acquisitions and repurchase of our common stock.

Adjusted free cash flows is not necessarily indicative of the adjusted free cash flows that may be generated in future periods.

Below is a reconciliation of cash flows from operations to adjusted free cash flows for the respective periods (in millions of dollars):

| Cash Flows from Operations to Adjusted Free Cash Flows Reconciliation | Six Months Ended |               |
|---|------------------|---------------|
|   | June 24, 2017    | June 25, 2016 |
| Cash provided by operating activities                                 | \$87             | \$ 151        |
| Capital expenditures (a)  | (31 )            | (38 )         |
| Adjusted Free Cash Flows  | \$56             | \$ 113        |
| Cash used for investing activities                                    | \$(32)           | \$(36)        |
| Cash used for financing activities                                    | \$(12)           | \$(50)        |

Capital expenditures exclude strategic capital expenditures which are deemed discretionary by management.

(a) Strategic expenditures for the first six-months of 2017 were approximately \$1 million. There were not any strategic capital expenditures in 2016.

Adjusted free cash flows decreased over the prior year due to lower earnings and the decline in working capital requirements which occurred in the first quarter of 2016, partially offset by reduced regulatory capital spending.

Contractual Financial Obligations and Off-Balance Sheet Arrangements

See Note 13 — Guarantees for details on our letters of credit and surety bonds as of June 24, 2017

The following table includes material changes to our contractual financial obligations as presented in Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2016 Annual Report on Form 10-K.



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| Contractual Financial Obligations (in millions) | Total | Payments Due by Period |           |            |
|---|-------|------------------------|-----------|------------|
|   |       | 2018-2019              | 2020-2021 | Thereafter |
| Natural Gas Forward Purchase (a)                | \$ 3  | \$ 2                   | \$ 1      | \$ —       |
| Total contractual cash obligations              | \$ 3  | \$ 2                   | \$ 1      | \$ —       |

(a)Purchase obligation consists of payments expected to be made on natural gas.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

#### Market and Other Economic Risks

We are exposed to various market risks, primarily changes in interest rates and commodity prices. Our objective is to minimize the economic impact of these market risks. We may use derivatives in accordance with policies and procedures approved by the Audit Committee of our Board of Directors. Any such derivatives would be managed by a senior executive committee whose responsibilities include initiating, managing and monitoring resulting exposures. We do not enter into financial instruments for trading or speculative purposes.

Cyclical pricing of commodity market paper pulp is one of the factors which influences prices in the absorbent materials and commodity viscose product lines. Our cellulose specialties product prices are impacted by market supply and demand, raw material and processing costs, changes in global currencies and other factors. They are not directly correlated to commodity paper pulp prices. In addition, a majority of our cellulose specialties products are under long-term volume contracts that extend through 2017 to 2019. The pricing provisions of these contracts are typically set in the fourth quarter in the year prior to the shipment.

As of June 24, 2017 we had \$278 million principal amount variable rate debt, which is subject to interest rate risk. At this borrowing level, a hypothetical one-percentage point increase/decrease in interest rates would result in a corresponding increase/decrease of approximately \$3 million in interest payments and expense over a 12 month period. Our primary interest rate exposure on variable rate debt results from changes in LIBOR.

The fair market value of our long-term fixed interest rate debt is also subject to interest rate risk. However, we intend to hold most of our debt until maturity. The estimated fair value of our fixed-rate debt at June 24, 2017 was \$494 million compared to the \$506 million principal amount. We use quoted market prices to estimate the fair value of our fixed-rate debt. Generally, the fair market value of fixed-rate debt will increase as interest rates fall and decrease as interest rates rise. A hypothetical one-percentage point increase/decrease in prevailing interest rates at June 24, 2017 would result in a corresponding decrease/increase in the fair value of our fixed-rate debt of approximately \$28 million. We may periodically enter into commodity forward contracts to fix some of our energy costs that are subject to price volatility caused by weather, supply conditions, political and economic variables and other unpredictable factors. Such forward contracts partially mitigate the risk of changes to our gross margins resulting from an increase or decrease in these costs. Forward contracts which are derivative instruments are reported in the consolidated balance sheets at their fair values, unless they qualify for the normal purchase normal sale ("NPNS") exception and such exception has been elected. If the NPNS exception is elected, the fair values of such contracts are not recognized on the balance sheet.

In connection with the acquisition of Tembec, we entered into a foreign currency exchange collar to partially mitigate the currency risk of the purchased price which is denominated in Canadian dollars. See Note 14 — Pending Acquisition for additional information.

### Item 4. Controls and Procedures

#### Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")), are designed with the objective of ensuring that information required to be disclosed in reports filed under the Exchange Act, such as this quarterly report on Form 10-Q, is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.



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Because of the inherent limitations in all control systems, no control evaluation can provide absolute assurance all control exceptions and instances of fraud have been prevented or detected on a timely basis. Even systems determined to be effective can provide only reasonable assurance their objectives are achieved.

Based on an evaluation of our disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q, our management, including the Chief Executive Officer and Chief Financial Officer, concluded the design and operation of the disclosure controls and procedures were effective as of June 24, 2017.

During the quarter ended June 24, 2017, based upon the evaluation required by paragraph (d) of SEC Rule 13a-15, there were no changes in our internal control over financial reporting that would materially affect or are reasonably likely to materially affect our internal control over financial reporting.

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### Part II. Other Information

#### Item 1. Legal Proceedings

The Company is engaged in various legal and regulatory actions and proceedings, and has been named as a defendant in various lawsuits and claims arising in the ordinary course of its business. While the Company has procured reasonable and customary insurance covering risks normally occurring in connection with its businesses, the Company has in certain cases retained some risk through the operation of self-insurance, primarily in the areas of workers' compensation, property insurance and general liability. Unless specifically noted, any possible range of loss associated with the legal proceedings described below is not reasonably estimable at this time. While there can be no assurance, the ultimate outcome of these actions, either individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows, except as may be noted below.

##### Jesup Plant Permit

On January 27, 2016, the Altamaha Riverkeeper ("ARK") filed a Petition for Hearing in the Office of Administrative Hearings for the State of Georgia, captioned Altamaha Riverkeeper, Inc. v. Environmental Protection Division ("EPD"), Georgia Department of Natural Resources, in which ARK appealed the issuance by EPD to the Company of a new permit for the treatment and discharge of waste water from the Jesup mill, which was to go into effect March 1, 2016. In the petition, ARK claims, among other things, that the issuance of the permit by EPD would violate Georgia's narrative water quality standard, a rule promulgated by the Georgia Natural Resources Board pursuant to certain provisions of the Clean Water Act and the Georgia Water Quality Control Act. The petition seeks to have the permit invalidated and modified as demanded by ARK. On February 16, 2016, the Company moved to legally intervene, as a party-in-interest, in this matter (because EPD, as the permit issuer, is the named defendant) and its petition was granted by the administrative law judge ("ALJ"). The trial was held in June of 2016, and on September 30, 2016 the ALJ issued her decision. While the ALJ rejected many of ARK's claims, she held there existed a reasonable potential for the Company's treated effluent discharged to the Altamaha River to cause a violation of Georgia's narrative water quality standard, but only under low (rather than "normal") river flow conditions. As such, the ALJ reversed the issuance of the new permit by EPD and remanded the matter back to EPD for consideration and issuance of a permit that comports with this ruling.

The Company strongly disagreed with the decision and appealed it, as did EPD. This appeal was heard in the Superior Court of Wayne County, Georgia and on March 17, 2017 the Superior Court Judge issued an order reversing the ALJ's decision and ordering the permit affirmed as issued by EPD. As such, the Jesup plant is currently operating under the new permit. On April 13, 2017, ARK filed an application with the Georgia Court of Appeals in which it requested that the Court hear its appeal of the Superior Court decision, as the decision to hear such an appeal is discretionary on the part of the Court. The Court has granted the application and ARK has advised that it intends to appeal the Superior Court decision.

##### SEC Inquiry

On June 21, 2016, the Company received a letter from the staff of the U.S. Securities and Exchange Commission ("SEC") in which it requested the Company voluntarily provide to it documents and correspondence with environmental regulators concerning certain former operations of the Company. These documents were requested following the Company's response to comments from SEC staff regarding certain environmental reserves taken by the Company in the fourth quarter of 2014 and the disclosures made by the Company in connection therewith. The Company is cooperating with the SEC in its request. No enforcement action has been brought by the SEC to date and it is unknown whether any such action will be brought in the future. The Company believes its reserves and disclosures were appropriate and in compliance with applicable accounting rules and law.

#### Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A, of our 2016 Annual Report on Form 10-K during the period covered by this report, except as follows:

Risk Factors Related to the Pending Tembec Acquisition

Our expectations regarding our business may be impacted by the following risk factors related to the pending acquisition of Tembec:

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The Tembec Acquisition is Subject to Conditions, Including Certain Conditions That May Not Be Satisfied, or Completed on a Timely Basis, If At All; Failure to Complete the Acquisition May Adversely Affect Our Financial Results.

The acquisition of Tembec is subject to a number of conditions, certain of which are beyond our control and may prevent, delay or otherwise materially adversely affect completion of the acquisition of Tembec. Notably, the completion of the acquisition of Tembec is conditioned on receiving the Final Order by the Quebec Superior Court approving the plan of arrangement and key regulatory approvals.

The Tembec acquisition is also subject to regulatory requirements in the United States, Canada, Germany and China. Regulatory clearance in the United States and Germany has been obtained. Regulatory entities may impose certain requirements or obligations as conditions for their approval or in connection with their review.

Any delay in completing the Tembec acquisition could cause the combined company not to realize some or all of the benefits that we expect to achieve if the Tembec acquisition is successfully completed within its expected time frame. In addition, if the Tembec acquisition is not completed, our financial results may be adversely affected and we will be subject to several risks, including but not limited to:

- being required to pay Tembec a termination fee of C\$20,000,000, for failure to receive certain regulatory approvals as provided in the arrangement agreement;

- other than fees to our financial advisors contingent on closing, payment of costs relating to the Tembec acquisition, such as legal, accounting, business consulting and printing fees, regardless of whether the Tembec acquisition is completed;

- the focus of our management team on the Tembec acquisition instead of the pursuit of other opportunities that could have been beneficial to us; and

- the potential occurrence of litigation related to any failure to complete the Tembec acquisition.

Current Stockholders of the Company Will Have a Reduced Ownership and Voting Interest in the Combined Company After the Tembec Acquisition.

We will issue up to approximately 19.5% of the shares of common stock of the Company to Tembec shareholders in the Tembec acquisition. As a result of these issuances, Tembec shareholders are expected to hold approximately 13% of the combined company's outstanding common stock immediately following completion of the Tembec acquisition. Our stockholders currently have the right to vote for our directors and on other matters affecting our company. Each of our stockholders will remain a stockholder of our company with a percentage ownership of the combined company that will be smaller than the stockholder's percentage of our company prior to the Tembec acquisition. As a result of these reduced ownership percentages, our stockholders will have less voting power in the combined company than they now have with respect to our company.

In Connection with the Acquisition, the Company Will Incur Significant Additional Indebtedness, and Certain of Tembec's Indebtedness Will Remain Outstanding, Which Could Adversely Affect the Company, Including by Decreasing the Company's Business Flexibility.

The Company will have substantially increased indebtedness following completion of the merger in comparison to the Company's indebtedness on a recent historical basis, which could have the effect of, among other things, reducing the Company's flexibility to respond to changing business and economic conditions and increasing the Company's interest expense. The Company will also incur various costs and expenses associated with the financing of the acquisition.

The amount of cash required to pay interest on the Company's increased indebtedness levels following completion of the acquisition, and thus the demands on the Company's cash resources, will be greater than the amount of cash flows required to service the Company's indebtedness prior to the acquisition. The increased levels of indebtedness following completion of the acquisition could also reduce funds available for working capital, capital expenditures, acquisitions, the repayment or refinancing of the Company's indebtedness as it becomes due and other general corporate purposes and may create competitive disadvantages for the Company relative to other companies with lower debt levels. If the financial performance of the combined company does not meet current expectations, or if the Company does not achieve the expected benefits and cost savings from the acquisition, then the Company's ability to service its indebtedness may be adversely impacted.



Moreover, in the future the Company may be required to raise substantial additional financing to fund working capital, capital expenditures, the repayment or refinancing of the Company's indebtedness, acquisitions or other general corporate requirements. The Company's ability to arrange additional financing or refinancing will depend on, among other factors, the Company's financial

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position and performance, as well as prevailing market conditions and other factors beyond the Company's control. The Company cannot assure you that it will be able to obtain additional financing or refinancing on terms acceptable to the Company or at all.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## Issuer Purchases of Equity Securities

The following table provides information regarding our purchases of Rayonier Advanced Materials common stock during the quarter ended June 24, 2017:

| Period               | Total<br>Number of<br>Shares<br>Purchased<br>(a) | Average<br>Price<br>Paid per<br>Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Maximum<br>Number of<br>Shares that<br>May Yet<br>Be<br>Purchased<br>Under the<br>Plans or<br>Programs |
|----------------------|--|---------------------------------------|--|--|
| March 26 to April 29 | 218  | \$ 13.23                              | —  | —  |
| April 30 to May 27   | —  | —                                     | —  | —  |
| May 28 to June 24    | —  | —                                     | —  | —  |
| Total                | 218  | —                                     | —  | —  |

(a) Repurchased to satisfy the minimum tax withholding requirements related to the vesting of restricted stock under the Rayonier Advanced Materials Incentive Stock Plan.

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Item 6. Exhibits

|      |   |  |
|------|---|--|
| 2.1  | Arrangement Agreement by and between Tembec Inc. and Rayonier Advanced Materials Inc. dated as of May 24, 2017*   | Incorporated herein by referenced to Exhibit 2.1 to the Registrant's Form 8-K filed on May 25, 2017                                    |
| 2.2  | Amending Agreement, dated as of July 23, 2017, to the Arrangement Agreement by and between Tembec Inc. and Rayonier Advanced Materials Inc. dated as of May 24, 2017*   | Incorporated herein by reference to Exhibit 2.1 to the Registrant's Form 8-k filed on July 24, 2017                                    |
| 10.1 | Amendment No. 3 to Daicel – Rayonier Amended Chemical Specialties Agreement, effective as of January 1, 2017 between Daicel Corporation and Rayonier A. M. Sales and technology Inc.**  | Filed herewith   |
| 10.2 | Rayonier Advanced Materials Inc. 2017 Incentive Stock Plan, effective May 22, 2017***   | Incorporated herein by reference to Appendix B to the Registrant's Proxy Statement on Schedule 14A filed with the SEC on April 7, 2017 |
| 10.3 | First Amendment, dated as of June 5, 2017, among Rayonier A.M. Products Inc., as Borrower, Rayonier Advanced Materials Inc., as Designated Borrower, Holdings and as a Guarantor, the Subsidiary Loan Parties party thereto, the Lenders party thereto, and Bank of America, N.A., as administrative agent and collateral agent   | Incorporated herein by reference to Exhibit 10.1 to the Registrant's 8-K filed on June 6, 2017   |
| 31.1 | Chief Executive Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith   |
| 31.2 | Chief Financial Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith   |
| 32   | Certification of Periodic Financial Reports Under Section 906 of the Sarbanes-Oxley Act of 2002   | Furnished herewith   |
| 101  | The following financial information from our Quarterly Report on Form 10-Q for the fiscal quarter ended June 24, 2017, formatted in Extensible Business Reporting Language ("XBRL"), includes: (i) the Condensed Consolidated Statements of Income and Comprehensive Income for the Three and Six Months Ended June 24, 2017 and June 25, 2016; (ii) the Condensed Consolidated Balance Sheets as of June 24, 2017 and December 31, 2016; (iii) the Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 24, 2017 and June 25, 2016; and (iv) the Notes to Condensed Consolidated Financial Statements | Filed herewith   |

\*The exhibits to the Arrangement Agreement have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish copies of any such schedules and exhibits to the U.S. Securities and Exchange Commission upon request.

\*\*Certain confidential portions of this exhibit were omitted pursuant to a Confidential Treatment Request submitted to the Securities and Exchange Commission.

\*\*\*Management contract or compensatory plan



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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 thereunto duly authorized.

Rayonier Advanced Materials Inc.  
(Registrant)

By: /s/ FRANK A. RUPERTO

Frank A. Ruperto  
Chief Financial Officer and  
Senior Vice President, Finance and Strategy  
(Duly Authorized Officer and Principal Financial Officer)

Date: August 3, 2017