

POTLATCH CORP
Form 425
February 15, 2018
Filed by Potlatch Corporation

Pursuant to Rule 425 under the Securities Act of 1933

And deemed filed pursuant to Rule 14a-12

Of the Securities Exchange Act of 1934

Subject Company: Potlatch Corporation

(Commission File No. 001-32729)

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

Amendment 1

CURRENT REPORT

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

Date of Report: February 9, 2018

(Date of earliest event reported)

POTLATCH CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware
(State or Other Jurisdiction

001-32729

82-0156045
(I.R.S. Employer

of Incorporation)

(Commission File Number) Identification Number)

601 W. First Avenue, Suite 1600,

Spokane WA
(Address of principal executive offices)

99201
(Zip Code)

509-835-1500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Items 7.01.

Regulation FD Disclosure

On February 9, 2018 the Company and its affiliates executed a Consent Decree with the United States of America, acting on behalf of the Environmental Protection Agency and Department of Transportation, settling the United States' claims against the Company and its affiliates in respect of Avery Landing for \$6 million. On February 12, 2018 the United States filed a lawsuit against the Company in the United States District Court for the District of Idaho and lodged the Consent Decree with the Court. The United States will publish a Notice of Lodging of the Consent Decree in the Federal Register and after the expiration of a required 30-day public comment period, will advise the Court whether the Consent Decree may be entered. If the Consent Decree is not approved by the Court following the 30-day public comment period, Potlatch reserve all defenses to liability and the right to pursue all potentially responsible parties.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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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 hereunto duly authorized.

Dated: February 13, 2018

POTLATCH CORPORATION

By: /s/ Lorrie D. Scott
Lorrie D. Scott
Vice President, General Counsel and

Corporate Secretary