

RAYONIER ADVANCED MATERIALS INC.
Form 10-Q/A
September 04, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended June 28, 2014

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

RAYONIER ADVANCED MATERIALS INC.

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 *

* The registrant became subject to such requirements on June 13, 2014, and has filed all reports required since that date.

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

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 42,614,653 shares of common stock, \$.01 par value per share, outstanding as of July 25, 2014,



RAYONIER ADVANCED MATERIALS INC.
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EXPLANATORY NOTE

Rayonier Advanced Materials Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to amend the Company’s Quarterly Report on Form 10-Q for the quarter ended June 28, 2014 (the “Original Form 10-Q”). This Amendment is being filed solely to include Exhibits 10.22, 10.23, 10.24, 10.25 and 10.26 to the Original Form 10-Q.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Section 302 certifications are also filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company’s other filings with the SEC. Except as stated herein, this Amendment does not reflect events that occurred after the filing of the Original Form 10-Q and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

Item 6. Exhibits

- 2.1 Separation and Distribution Agreement between Rayonier Advanced Materials Inc. and Rayonier Inc., dated as of May 28, 2014 (incorporated herein by reference to Exhibit 2.1 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 3.1 Amended and Restated Certificate of Incorporation of Rayonier Advanced Materials Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 3.2 Amended and Restated Bylaws of Rayonier Advanced Materials Inc. (incorporated herein by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 4.1 Indenture among Rayonier A.M. Products Inc., the guarantors party thereto from time to time and Wells Fargo Bank, National Association, as Trustee, dated as of May 22, 2014 (incorporated herein by reference to Exhibit 4.1 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.1 Transition Services Agreement, dated as of June 27, 2014, by and between Rayonier Inc. and Rayonier Advanced Materials Inc. (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 10.2 Tax Matters Agreement, dated as of June 27, 2014, by and among Rayonier Inc., Rayonier Advanced Materials Inc., Rayonier TRS Holdings Inc. and Rayonier A.M. Products Inc. (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 10.3 Employee Matters Agreement, dated as of June 27, 2014, by and between Rayonier Inc. and Rayonier Advanced Materials Inc. (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 10.4 Intellectual Property Agreement, dated as of June 27, 2014, by and between Rayonier Inc. and Rayonier Advanced Materials Inc. (incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 10.5 Credit Agreement, dated as of June 24, 2014, among Rayonier A.M. Products Inc., Rayonier Advanced Materials Inc. (following its joinder thereto), the subsidiary loan parties from time to time party thereto (following their joinder thereto), the lenders from time to time party thereto and Bank of America, N.A., as administrative agent (incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by Rayonier Advanced Materials Inc. with the SEC on June 30, 2014)
- 10.6 Rayonier Advanced Materials Inc. Incentive Stock Plan (incorporated herein by reference to Exhibit 10.13 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.7 Rayonier Advanced Materials Inc. Jesup Mill Savings Plan for Hourly Employees (incorporated herein by reference to Exhibit 4.4 to the Registration Statement on Form S-8 filed by Rayonier Advanced Materials Inc. with the SEC on June 27, 2014)
- 10.8 Rayonier Advanced Materials Inc. Fernandina Mill Savings Plan for Hourly Employees (incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-8 filed by Rayonier Advanced Materials Inc. with the SEC on June 27, 2014)
- 10.9 Rayonier Advanced Materials Inc. Investment and Savings Plan for Salaried Employees (incorporated herein by reference to Exhibit 4.6 to the Registration Statement on Form S-8 filed by Rayonier Advanced Materials Inc. with the SEC on June 27, 2014)
- 10.10 Form of Indemnification Agreement between Rayonier Advanced Materials Inc. and individual directors or officers (incorporated herein by reference to Exhibit 10.5 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)

- 10.11 Agreement between Rayonier Advanced Materials Inc. and Paul G. Boynton Regarding Special Stock Grant, dated May 28, 2014 (incorporated herein by reference to Exhibit 10.6 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.12 Chemical Cellulose Agreement, effective as of January 1, 2012, by and between Rayonier Performance Fibers, LLC and Eastman Chemical Company (incorporated herein by reference to Exhibit 10.7 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.13 Amendment to Chemical Cellulose Agreement, effective as of January 1, 2012, by and between Rayonier Performance Fibers, LLC and Eastman Chemical Company (incorporated herein by reference to Exhibit 10.8 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.14 Cellulose Specialties Agreement, effective as of January 1, 2012, by and between Rayonier Performance Fibers, LLC and Nantong Cellulose Fibers Co., Ltd. (incorporated herein by reference to Exhibit 10.9 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.15 Amendment No. 1 to Cellulose Specialties Agreement, effective as of January 1, 2012, by and between Rayonier Performance Fibers, LLC and Nantong Cellulose Fibers Co., Ltd. (incorporated herein by reference to Exhibit 10.10 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.16 Amended and Restated Cellulose Specialties Agreement, effective as of January 1, 2012, by and between Rayonier Performance Fibers, LLC and Daicel Corporation (incorporated herein by reference to Exhibit 10.11 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.17 Amendment No. 1 to Amended and Restated Cellulose Specialties Agreement, effective as of February 15, 2013, by and between Rayonier Performance Fibers, LLC and Daicel Corporation (incorporated herein by reference to Exhibit 10.12 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.18 Rayonier Advanced Materials Inc. Non-Equity Incentive Plan (incorporated herein by reference to Exhibit 10.14 to Amendment No. 4 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on May 29, 2014)
- 10.19 Form of Transaction Bonus Agreement and Schedule of Executive Officer Transaction Bonus Amounts (incorporated herein by reference to Exhibit 10.15 to Amendment No. 1 to the Registration Statement on Form 10 filed by Rayonier Advanced Materials Inc. with the SEC on March 31, 2014)
- 10.20 Form of Rayonier Advanced Materials Inc. Incentive Stock Plan Restricted Stock Award Agreement Applicable to the July 15, 2014 Restricted Stock Award^
- 10.21 Description of Rayonier Advanced Materials Inc. 2014 Performance Share Award Program^
- 10.22 Rayonier Advanced Materials Inc. Executive Severance Pay Plan*
- 10.23 Trust Agreement for Rayonier Advanced Materials Inc. Legal Resources Trust*
- 10.24 Rayonier Advanced Materials Inc. Excess Benefit Plan*
- 10.25 Rayonier Advanced Materials Inc. Excess Savings and Deferred Compensation Plan*
- 10.26 Retirement Plan for Salaried Employees of Rayonier Advanced Materials Inc. *
- 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*
- 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*
- 32 Certification of Periodic Financial Reports Under Section 906 of the Sarbanes-Oxley Act of 2002^

101 The following financial information from our Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2014, formatted in Extensible Business Reporting Language (“XBRL”), includes: (i) the Condensed Consolidated Statements of Income and Comprehensive Income for the Three and Nine Months Ended June 28, 2014 and June 30, 2013; (ii) the Condensed Consolidated Balance Sheets as of June 28, 2014 and December 31, 2013; (iii) the Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 28, 2014 and June 30, 2013; and (iv) the Notes to Condensed Consolidated Financial Statements^

* Filed herewith

^ Previously filed or furnished with the Original Form 10-Q

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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/ BENSON K. WOO
Benson K. Woo
Senior Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

Date: September 4, 2014