

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported):  
**August 11, 2017**

**RAYONIER ADVANCED MATERIALS INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36285**  
(Commission  
File Number)

**46-4559529**  
(I.R.S. Employer  
Identification No.)

**1301 Riverplace Boulevard, Jacksonville, Florida 32207**  
(Address of principal executive offices) (Zip Code)

**(904) 357-4600**  
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

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

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**Item 7.01. Regulation FD Disclosure.**

On August 11, 2017, Rayonier Advanced Materials Inc. (the "Company") and Tembec Inc. ("Tembec") issued a joint press release announcing that the Ministry of Commerce of the People's Republic of China ("MOFCOM") has cleared, without condition, the previously announced plan of arrangement (the "Arrangement") under the Canada Business Corporations Act involving the proposed acquisition by the Company of all the outstanding common shares of Tembec. The clearance from MOFCOM satisfies a condition to the Arrangement. The Arrangement has already received clearance from Germany's Federal Cartel Office, and the United States Department of Justice and the Federal Trade Commission have notified the Company and Tembec that the Hart-Scott-Rodino premerger notification waiting period was terminated. The Arrangement has also been approved by the Québec Superior Court. Applications for clearance from the applicable regulatory authorities in Canada remain pending. Subject to obtaining certain other required approvals and the satisfaction or waiver of other closing conditions, it is anticipated that the Arrangement will be completed in the fourth quarter of 2017. A copy of the press release is furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated August 11, 2017

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## **Forward-Looking Statements**

This Current Report on Form 8-K contains statements concerning the timing of the closing of the transaction and the timing and receipt of applicable third party approvals, as well as other expectations, plans, goals, objectives, assumptions or information about future events, conditions, results of operations or performance that may constitute forward-looking statements or information under applicable securities legislation. Such forward-looking statements or information are based on a number of assumptions, which may prove to be incorrect. In addition to other assumptions identified in this Current Report on Form 8-K, assumptions have been made regarding, among other things, the timing of the closing of the transaction and the receipt of applicable third party approvals.

Although the Company believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because the Company can give no assurance that such expectations will prove to be correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated and described in the forward-looking statements or information. These risks and uncertainties include the risks that the conditions to the transaction will not be satisfied or the transaction will not close on the terms expected.

The forward-looking statements or information contained in this Current Report on Form 8-K are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

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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: August 11, 2017

Rayonier Advanced Materials Inc. (Registrant)

By: /s/ Michael R. Herman

Name: Michael R. Herman

Title: Senior Vice President, General Counsel and Corporate Secretary

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release, dated August 11, 2017



**Rayonier Advanced Materials and Tembec Announce Antitrust Clearance  
from Chinese Ministry of Commerce in connection with the Transaction**

JACKSONVILLE, Florida and MONTREAL, Québec—August 11, 2017—Rayonier Advanced Materials Inc. (NYSE: RYAM) ("**Rayonier Advanced Materials**") and Tembec Inc. (TSX: TMB) ("**Tembec**") announced today that they received notification from the Anti-Monopoly Bureau of the Ministry of Commerce of the People's Republic of China (often referred to as MOFCOM) that it has cleared, without condition, the previously announced proposed statutory arrangement under Section 192 of the *Canada Business Corporations Act* (the "**Transaction**") involving the acquisition by Rayonier Advanced Materials of all of the outstanding shares of Tembec.

The Transaction has already received antitrust clearance from Germany's Federal Cartel Office, and the United States Department of Justice and the Federal Trade Commission have notified Rayonier Advanced Materials and Tembec that the Hart-Scott-Rodino premerger notification waiting period was terminated. The Transaction has also been approved by the Québec Superior Court. Applications for clearance from the applicable regulatory authorities in Canada remain pending. Subject to obtaining other necessary approvals, as well as the satisfaction or waiver of the conditions to the Transaction, it is expected that the Transaction will be completed in the fourth quarter of 2017.

**About Rayonier Advanced Materials**

*Rayonier Advanced Materials is a leading global supplier of high purity cellulose, a natural polymer commonly found in cell phones, computer screens, filters and pharmaceuticals. The company engineers dozens of customized products at its plants in Florida and Georgia, delivering unique properties, unparalleled consistency and exceptional quality. Rayonier Advanced Materials' facilities can produce approximately 485,000 tons of high purity cellulose and 245,000 tons of commodity products. With approximately 1,200 employees and revenues of US\$870 million Rayonier Advanced Materials is routinely ranked among the nation's top 50 exporters, shipping products to five continents, 35 countries and 80 ports around the world. More information is available at [www.rayonieram.com](http://www.rayonieram.com).*

**About Tembec**

*Tembec is a manufacturer of forest products – lumber, paper, pulp and high purity cellulose – and a global leader in sustainable forest management practices. Principal operations are in Canada and France. Tembec has approximately 3,000 employees and annual sales of approximately C\$1.5 billion. Tembec is listed on the Toronto Stock Exchange (TMB). More information is available at [www.tembec.com](http://www.tembec.com).*

**Forward-Looking Statements**

*This document contains statements that are forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include, but are not limited to: the timing of the closing of the Transaction; whether the Transaction will be consummated at all and the ability to obtain required regulatory approvals and satisfy the other conditions to closing the Transaction; the expected benefits of the Transaction and whether such benefits will be achieved on a timely basis or at all; the ability of Tembec and Rayonier Advanced Materials to successfully integrate their respective businesses; prolonged weakness in general economic conditions; competitive pressures in the markets in which we operate; customer concentration; unfavorable weather conditions or natural disasters; reliance on government permits or approvals; risks related to federal, state, local and foreign government laws, rules and regulations; risks related to the reliance on information technology; manufacturing issues that may arise; adverse consequences of current or future legal claims; ability to hire and retain a sufficient seasonal workforce; labor relations with the unions representing Rayonier Advanced Materials' hourly employees; changes in transportation-related costs and availability; risks related to workforce, including increased labor costs; the failure to attract and retain key personnel; the failure to innovate to maintain competitiveness, grow the business and protect intellectual property; fluctuations in foreign currency exchange rates; impairments or write downs of assets; changes in accounting estimates and judgments, accounting principles, policies or guidelines; 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; material adverse changes in financial condition; any failure by Rayonier Advanced Materials to realize expected benefits from its separation from Rayonier Inc.; financial obligations under agreements related to debt; and other risks detailed in Rayonier Advanced Materials' filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" section of Rayonier Advanced Materials' Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 24, 2017, and in Tembec's filings with the Canadian Securities Administrators, including the "Risk Factors" section of Tembec's Annual Information Form for the fiscal year ended September 24, 2016 and Tembec's Third Quarter Report for the fiscal quarter ended June 24, 2017. All forward-looking statements attributable to Tembec or Rayonier Advanced Materials or any persons acting on their behalf are expressly qualified in their entirety by these cautionary statements. All forward-looking statements in this document are made as of the date hereof and neither Tembec nor Rayonier Advanced Materials undertakes any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by law.*

**Additional Information**

*Further information regarding the Transaction is contained in the management information circular in connection with the special meeting of the Tembec shareholders filed by Tembec with the Canadian Securities Administrators on June 23, 2017 and furnished by Rayonier Advanced Materials on Form 8-K filed June 23, 2017 with the U.S. Securities and Exchange Commission, the material change report filed by Tembec with the Canadian Securities Administrators on July 24, 2017 and the Form 8-K filed by Rayonier Advanced Materials on July 24, 2017 with the U.S. Securities and Exchange Commission. Investors and security holders are urged to read the information circular, as it contains important information concerning the proposed Transaction. Investors and security holders may obtain a copy of the arrangement agreement, information circular and other meeting materials at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com). This document is for informational purposes only.*

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