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**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): **November 14, 2017**

**RAYONIER ADVANCED MATERIALS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36285**

(Commission  
File Number)

**46-4559529**

(I.R.S. Employer  
Identification No.)

**1301 Riverplace Boulevard, Jacksonville, Florida 32207**

(Address of principal executive offices and zip code)

**(904) 357-4600**

Registrant's telephone number, including area code:

**N/A**

(Former name or former address, if changed since last report)

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 November 14, 2017, Tembec Inc., a corporation continued and existing under the laws of Canada ("Tembec"), issued a press release announcing the preliminary results of the elections made by Tembec shareholders regarding the form of consideration they wish to receive in connection with the proposed acquisition by Rayonier Advanced Materials Inc., a Delaware corporation (the "Company") of all of the outstanding common shares of Tembec (the "Arrangement") pursuant to the Arrangement Agreement, dated as of May 24, 2017 (as amended pursuant to that certain Amending Agreement, dated as of July 23, 2017, the "Arrangement Agreement"), by and between the Company and Tembec, and the Plan of Arrangement attached thereto (the "Plan of Arrangement"). The allocation of consideration will be subject to the proration procedures described in the Arrangement Agreement and Plan of Arrangement. A copy of the press release is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press release of Tembec Inc., dated November 14, 2017</a>

## Forward-Looking Statements

This Current Report on Form 8-K contains statements concerning the timing of the closing of the Arrangement 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 Arrangement 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 Arrangement will not be satisfied or the Arrangement 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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EXHIBIT INDEX

Exhibit Number	Description
99.1	<a href="#">Press release of Tembec Inc., dated November 14, 2017</a>

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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.

**Rayonier Advanced Materials Inc. (Registrant)**

Dated: November 14, 2017

By: /s/ Michael R. Herman

Name: Michael R. Herman

Title: Senior Vice President, General Counsel and  
Corporate Secretary

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## PRESS RELEASE

### **Tembec Announces Preliminary Results of Consideration Elections in Connection with Transaction**

**MONTREAL, Québec, November 14, 2017** — Tembec Inc. (TSX: TMB) ("**Tembec**") today announced the preliminary results of the consideration elections in connection with the previously announced proposed statutory arrangement under Section 192 of the *Canada Business Corporations Act* (the "**Transaction**") involving the acquisition by Rayonier Advanced Materials Inc. (NYSE: RYAM) ("**Rayonier AM**") of all of the outstanding common shares of Tembec (the "**Tembec Shares**").

Pursuant to the terms of the Transaction, Tembec shareholders had the right to elect to receive either C\$4.75 in cash (the "**Per Share Cash Amount**") or 0.2542 shares of Rayonier AM common stock per Tembec Share (the "**Per Share Stock Consideration**"), subject to proration so that approximately 67% of the aggregate consideration is paid in cash and approximately 33% is paid in Rayonier AM common stock.

#### **Preliminary Results of Consideration Elections**

The results of the elections received prior to the election deadline of 5:00 p.m. (Eastern time) on November 9, 2017 are as follows:

- Shareholders representing 1,644,879 Tembec Shares elected to receive the Per Share Cash Amount;
- Shareholders representing 67,878,518 Tembec Shares elected to receive the Per Share Stock Consideration; and
- Shareholders representing 30,476,603 Tembec Shares did not make an election.

Since the aggregate number of Tembec Shares in respect of which registered Tembec shareholders have elected to receive the Per Share Cash Amount is less than the Cash Consideration Number (as defined in the plan of arrangement attached to the amending agreement dated as of July 23, 2017 by and between Rayonier AM and Tembec), holders of Tembec Shares who elected to receive the Per Share Stock Consideration will be subject to proration in the manner described in Tembec's management information circular dated June 13, 2017 (the "**Circular**").

These election results and the resulting effect of proration are subject to resolution of deficient elections still outstanding that affect an immaterial number of Tembec Shares.

Further information regarding the Transaction is contained in the Circular and the material change report filed by Tembec with the Canadian Securities Administrators on July 24, 2017. For further information with respect to the elections described above, see the following sections of the Circular: "Letter of Transmittal and Election Form" and "Elections, Proration and Exchange Procedure".

#### **Closing of Transaction**

Subject to all closing conditions with respect to the Transaction being satisfied or waived, it is expected that the Transaction will be completed in the second half of the fourth quarter of 2017.

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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).

*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 AM to successfully integrate their respective businesses; prolonged weakness in general economic conditions; 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; risks related to workforce, including increased labor costs; loss of key personnel; fluctuations in foreign currency exchange rates; impairments or write downs of assets; changes in accounting estimates and judgments, accounting principles, policies or guidelines; material adverse changes in financial condition; and other risks detailed 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. All forward-looking statements attributable to Tembec or any persons acting on its 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 Tembec does not undertake 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.*

## **Contacts**

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