

NewPage Holdings Inc.
 Form 4
 January 09, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
 NewPage Holdings Inc. [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/07-05:00/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	01/07-05:00/2015		U	800,000 D <u>(5)</u> 0		I	See footnotes (1) (2) (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

PAPERCO HOLDINGS II, L.P.
200 WEST STREET
NEW YORK, NY 10282

PAPERCO INVESTMENTS, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Opportunity Partners, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS OPPORTUNITY PARTNERS OFFSHORE - B, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS OPPORTUNITY PARTNERS OFFSHORE - C, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Opportunity Partners Offshore, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS OPPORTUNITY ADVISORS, LTD.
200 WEST STREET

NEW YORK, NY 10282

GS OPPORTUNITY ADVISORS, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 01/09-05:00/2015

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 01/09-05:00/2015

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Attorney-in-fact 01/09-05:00/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), PaperCo Investments, L.P. ("PaperCo Investments"), PaperCo Holdings II, L.P. ("PaperCo Holdings"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GS Opportunity Partners, L.P. ("GS Opportunity"), GS Opportunity Partners Offshore,

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L.P. ("GS Opportunity Offshore"), GS Opportunity Partners Offshore - B, L.P. ("GS Opportunity Offshore B"), GS Opportunity Partners Offshore - C, L.P. ("GS Opportunity Offshore C" and, together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS Opportunity, GS Opportunity Offshore and GS Opportunity Offshore B, the "Limited Partnerships"), (continued in next footnote)

(2) GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Opportunity Advisors, Ltd. ("GS Opportunity Advisors I"), GS Opportunity Advisors, L.L.C. ("GS Opportunity Advisors II" and, together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS Opportunity Advisors I, the Limited Partnerships, PaperCo Investments, PaperCo Holdings, Goldman Sachs and GS Group, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

(3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(4) On January 3, 2014, NewPage Holdings Inc. (the "Company"), Verso Paper Corp., currently named Verso Corporation ("Verso") and Verso Merger Sub Inc., an indirect, wholly owned subsidiary of Verso ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Sub merged with and into the Company on the terms and subject to the conditions set forth in the Merger Agreement, with the Company surviving the merger as an indirect, wholly owned subsidiary of Verso (the "Merger"). The Merger was consummated on January 7, 2015.

(5) Upon closing of the Merger, each share of Common Stock, par value \$0.001 per share (the "Common Stock") of the Company was converted into the right to receive merger consideration equal to its pro rata portion of: i) approximately \$4 million in cash; ii) \$650 million in principal amount of 11.75% Senior Secured Notes due 2019 to be offered by Verso Paper Holdings LLC and Verso Paper Inc. in connection with the Merger (subject to downward adjustment in certain circumstances in an amount not to exceed \$27 million in value); and iii) shares of Verso common stock representing 20% of the number of outstanding Verso shares as of immediately prior to closing of the Merger.

(6) As a result of the Merger, as of January 7, 2015, the Reporting Persons ceased to be the beneficial owners of more than 10% of the Common Stock and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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