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): October 17, 2023

International Paper Company
(Exact name of registrant as specified in its charter)

Commission file number 1-3157

New York 13-0872805
(State or other jurisdiction
of incorporation) (I.R.S. Employer
Identification No.)

6400 Poplar Avenue, Memphis, Tennessee 38197
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (901) 419-7000

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))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $1 per share par value</td>
<td>IP</td>
<td>New York Stock Exchange</td>
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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. ☐
Item 2.05. Costs Associated with Exit or Disposal Activities.

On October 17, 2023, International Paper Company (the “Company”) committed to certain actions impacting its Containerboard and Global Cellulose Fibers businesses, which the Company estimates will result in aggregate pre-tax charges of approximately $664 million as further described below.

**Containerboard**

The Company plans to permanently close its containerboard mill in Orange, Texas. The containerboard mill will shut down in stages with all operations expected to cease by year end. The closure is expected to reduce the Company’s containerboard capacity by approximately 800,000 tons. The Company estimates that the closure will result in pre-tax noncash asset write-off and accelerated depreciation charges of approximately $395 million and pre-tax cash severance and other shutdown charges of approximately $55 million, and anticipates that these charges will be recorded during the three months ending December 31, 2023. The Company expects closure of the containerboard mill to reduce its workforce by approximately 565 employees.

**Global Cellulose Fibers**

The Company plans to permanently cease production on its #4 Fluff Pulp Machine at its Pensacola, Florida mill. The machine had been idle since August 2023 and will not resume production. The Company estimates that the machine shutdown will result in pre-tax noncash asset write-off and accelerated depreciation charges of approximately $100 million and pre-tax cash severance and other shutdown charges of approximately $4 million, and anticipates that these charges will be recorded during the three months ending December 31, 2023. The Company expects the shutdown of the #4 machine to reduce its workforce by approximately 100 employees.

Additionally, the Company plans to permanently cease production on its #20 Fluff Pulp Machine at its Riegelwood, North Carolina mill by year end. The Company estimates that the machine shutdown will result in pre-tax noncash asset write-off and accelerated depreciation charges of approximately $100 million and pre-tax cash severance and other shutdown charges of approximately $10 million, and anticipates that these charges will be recorded during the three months ending December 31, 2023. The Company expects the shutdown of the #20 machine to reduce its workforce by approximately 200 employees.

The Company expects these actions with respect to the Pensacola and Riegelwood mills to reduce the Company’s fluff pulp capacity by approximately 500,000 tons (300,000 tons fluff pulp and 200,000 tons southern bleached softwood).

The Company issued a press release announcing these actions, which is attached as Exhibit 99.1 and is incorporated herein by reference in this Item 2.05.

This Item 2.05 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the expected amount of certain pre-tax charges and the anticipated timing of such pre-tax charges and certain actions described herein. These forward-looking statements reflect management’s current views and are subject to risks and uncertainties that could cause actual results and the timing of events to differ materially from those expressed or implied in these forward-looking statements. Factors which could cause actual results to differ from such forward-looking statements include, but are not limited to, industry, global, economic and other conditions, as well as other factors, that could affect the amount of such pre-tax charges and the timing of such pre-tax charges or actions described herein. These forward-looking statements are also subject to the risks and uncertainties relating to the business of the Company contained in the Company’s Annual Report on Form 10-K for the fiscal year.
ended December 31, 2022, filed with the U.S. Securities and Exchange Commission ("SEC") and subsequent reports filed with the SEC. In addition, other risks and uncertainties not presently known to the Company or that we currently believe to be immaterial could affect the accuracy of any forward-looking statements. The Company undertakes no obligation to publicly update any forward-looking statements contained in this Item 2.05, whether as a result of new information, future events or changes in expectations.

Item 2.06.  Material Impairments.

The disclosure under Item 2.05 is incorporated by reference into this Item 2.06.

Item 9.01.  Financial Statements and Exhibits.

(d) Exhibits.

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>104</td>
<td>The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.</td>
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</table>
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.

International Paper Company

By:  /s/ Joseph R. Saab
Name:  Joseph R. Saab
Title:  Senior Vice President, General Counsel and Corporate Secretary

Date: October 18, 2023
Press Release

International Paper Announces Strategic Actions

IP announces plans to permanently close its Orange mill and to permanently cease production on pulp machines in Riegelwood and Pensacola

MEMPHIS, Tenn. – October 18, 2023 – International Paper (NYSE: IP) today announced a series of actions to further strengthen and optimize its manufacturing system to meet customers’ needs. The company will permanently close its containerboard mill in Orange, Texas, and will permanently cease production on two of its pulp machines—the #20 machine in Riegelwood, N.C., and the #4 machine in Pensacola, Fla.

“Decisions like these are extremely difficult, because of the impact on our employees, their families and the communities in which we operate,” said Chairman and CEO Mark Sutton. “We are grateful to our employees in Orange, Riegelwood and Pensacola for their significant contributions to the company over the years. We are committed to providing severance benefits, outplacement assistance and more to help employees during this time.”

In total, approximately 900 positions will be impacted. Wherever possible, the company’s goal is to minimize the impact on employees by using current vacancies, retirements, normal attrition and other roles at International Paper.

The permanent closure of the Orange mill will reduce the company’s containerboard capacity by approximately 800,000 tons. The company’s remaining containerboard mill system in North America will include 17 mills with an annual production capability of 13MM tons. The actions in Pensacola and Riegelwood will reduce IP’s pulp capacity by approximately 500,000 tons (300,000 tons fluff pulp and 200,000 tons southern bleached softwood). The company’s remaining pulp mill system will include eight mills with an annual production capability of 2.7MM tons.

“We believe strongly in the attractive, long-term fundamentals of our businesses and these actions further strengthen our competitive platform. Our optimized mill system, with its broad capabilities, gives us the flexibility to meet our customers’ needs today and in the future,” said Sutton.

The company expects the Orange mill and the #20 machine in Riegelwood to cease production by the end of the year. The #4 machine in Pensacola is currently idled and will not resume production.
About International Paper

International Paper (NYSE: IP) is a global producer of planet-friendly packaging, pulp and other fiber-based products, and one of North America’s largest recyclers. Headquartered in Memphis, Tenn., we employ approximately 39,000 colleagues globally who are committed to creating what’s next. We serve customers worldwide, with manufacturing operations in North America, Latin America, North Africa and Europe. Net sales for 2022 were $21.2 billion. Additional information can be found by visiting internationalpaper.com.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect management’s current views and are subject to risks and uncertainties that could cause actual results and the timing of events to differ materially from those expressed or implied in these forward-looking statements. Factors which could cause actual results to differ from such forward-looking statements include, but are not limited to, industry, global, economic and other conditions, as well as other factors. These forward-looking statements are also subject to the risks and uncertainties relating to the business of the Company contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the U.S. Securities and Exchange Commission (“SEC”) and subsequent reports filed with the SEC. In addition, other risks and uncertainties not presently known to the Company or that we currently believe to be immaterial could affect the accuracy of any forward-looking statements. The Company undertakes no obligation to publicly update any forward-looking statements contained in this press release, whether as a result of new information, future events or changes in expectations.

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