

WEYERHAEUSER CO
Form 424B5
June 17, 2013
Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-182403

The information in this preliminary prospectus supplement is not complete and may change. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

*PROSPECTUS SUPPLEMENT (Subject to Completion)
(To Prospectus dated June 28, 2012)*

Issued June 17, 2013

28,000,000 Shares

Weyerhaeuser Company

Common Shares

We are offering 28,000,000 of our common shares, par value \$1.25 per share.

Our common shares are listed on the New York Stock Exchange under the symbol WY. On June 14, 2013, the last reported sale price of our common shares as reported on the New York Stock Exchange was \$28.29 per share.

Concurrently with this offering, pursuant to a separate prospectus supplement, we are offering 10,000,000 of our Mandatory Convertible Preference Shares (as defined herein) (the "Mandatory Convertible Preference Shares Offering"). The Mandatory Convertible Preference Shares Offering is being made by means of a separate prospectus supplement and not by means of this prospectus supplement. The completion of this offering is not contingent on the completion of the Mandatory Convertible Preference Shares Offering, and the Mandatory Convertible Preference Shares Offering is not contingent on the completion of this offering. Subsequent to this offering and the Mandatory Convertible Preference Shares Offering, we expect to obtain senior unsecured debt financing of Weyerhaeuser Company (the "Debt Financing"). Neither this offering nor the Mandatory Convertible Preference Shares Offering is contingent on the completion of the Debt Financing or on completion of the Acquisition (as defined herein). This offering is part of the financing for the Acquisition. We expect the remainder of the funds for the Acquisition to come from the Mandatory Convertible Preference Shares Offering, the Debt Financing and available cash. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any securities being offered in the Mandatory Convertible Preference Shares

Offering or any debt being sold or placed in the Debt Financing.

Our common shares are subject to ownership limitations that are intended to assist us in qualifying and maintaining our qualification as a real estate investment trust, or REIT. Our Articles of Incorporation contain certain restrictions relating to the ownership and transfer of our common shares, including, subject to certain exceptions, a 9.9% ownership limit per shareholder.

Investing in the common shares involves risks. See Risk Factors beginning on page S-16 of this prospectus supplement.

	<i>Price to Public</i>	<i>Underwriting Discounts and Commissions</i>	<i>Proceeds to Us, Before Expenses</i>
<i>Per Share</i>	\$	\$	\$
<i>Total</i>	\$	\$	\$

We have granted the underwriters the option to purchase up to an additional 4,200,000 common shares from us at the public offering price less the underwriting discounts and commissions within 30 days from the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common shares to purchasers on or about June , 2013.

MORGAN STANLEY

DEUTSCHE BANK SECURITIES

CITIGROUP

Allen & Company LLC

J.P. Morgan

June , 2013

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>Prospectus Supplement</u>	S-1
<u>Basis of Presentation</u>	S-1
<u>Market Data</u>	S-3
<u>Special Notice Regarding Forward-Looking Statements</u>	S-4
<u>Prospectus Supplement Summary</u>	S-7
<u>The Offering</u>	S-12
<u>Risk Factors</u>	S-16
<u>Use of Proceeds</u>	S-35
<u>Capitalization</u>	S-37
<u>Price Range of Common Shares and Dividend Policy</u>	S-40
<u>The Transactions</u>	S-41
	Page
<u>Unaudited Pro Forma Condensed Combined Financial Information</u>	S-45
<u>Ratios of Earnings to Fixed Charges</u>	S-53
<u>Description of Common Shares</u>	S-54
<u>Description of Indebtedness and Obligations</u>	S-57
<u>Material Federal Income Tax Consequences</u>	S-60
<u>Underwriting</u>	S-65
<u>Incorporation by Reference</u>	S-69
<u>Legal Matters</u>	S-70
<u>Experts</u>	S-70

Prospectus

About This Prospectus	1
Special Note Regarding Forward-Looking Statements	1
Risk Factors	2
Weyerhaeuser Company	2
Use of Proceeds	2
Selected Financial Data	2
Ratio of Earnings to Fixed Charges	3
Description of Debt Securities	4
Description of Capital Stock	16
Description of Preferred Shares	18
Description of Preference Shares	21
Description of Depositary Shares	24
Description of Common Shares	27
Description of Warrants	29
Description of Stock Purchase Contracts and Stock Purchase Units	31
Plan of Distribution	32
Certain Federal Income Tax Considerations	34
Where You Can Find More Information	44
Legal Matters	46
Experts	46

Table of Contents

PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters relating to Weyerhaeuser (as defined below), Longview (as defined below) and the combined company (as defined below). The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the SEC) on June 28, 2012, which became automatically effective upon filing. If the description in this prospectus supplement differs from the description in the accompanying prospectus, the description in this prospectus supplement supersedes the description in the accompanying prospectus.

We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement or the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in each of this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and any related free writing prospectus is accurate as of the respective dates of those documents. Our and Longview's business, financial condition, results of operations and prospects may have changed since the applicable date. You should read this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and any related free writing prospectus we provide to you prior to making your investment decision.

BASIS OF PRESENTATION

In this prospectus supplement, unless otherwise specified or the context requires otherwise:

Weyerhaeuser, the company, we, us or our refer to Weyerhaeuser Company and its subsidiaries as of the date hereof;

Longview Timber refers to Longview Timber LLC, and Longview refers to Longview Timber and its subsidiaries as of the date hereof;

combined company refers to Weyerhaeuser Company and its subsidiaries (including Longview) after completion of the Transactions (as defined herein), including the Acquisition;

Acquisition refers to our pending acquisition of all of the outstanding equity interests in Longview Timber;

Acquisition Termination Event means that (1) the Purchase Agreement (as defined herein) is terminated or (2) Weyerhaeuser determines, in its reasonable judgment, that the Acquisition will not occur;

Common Shares Offering or this offering means this offering of 28,000,000 of our common shares, par value \$1.25 per share (Common Shares), plus up to an additional 4,200,000 Common Shares that the underwriters have the option to purchase from us;

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Debt Financing means the senior unsecured debt financing of approximately \$1.225 billion aggregate principal amount expected to occur after the date of this prospectus supplement borrowed to finance a portion of the Acquisition;

S-1

Table of Contents

Financing Transactions means this offering, the Mandatory Convertible Preference Shares Offering and the Debt Financing, in each case only to the extent they are completed;

Longview Existing Debt means Longview's existing senior secured credit facilities;

Mandatory Convertible Preference Shares Offering means the offering of 10,000,000 of our % Mandatory Convertible Preference Shares, Series A, par value \$1.00 per share (the Mandatory Convertible Preference Shares), plus up to an additional 1,500,000 Mandatory Convertible Preference Shares that the underwriters of such offering have the option to purchase from us, at an assumed public offering price of \$50.00 per share; and

Transactions refers to the Acquisition and the Financing Transactions.

Unless otherwise specified or the context requires otherwise, information in this prospectus supplement assumes that (1) the option we have granted to the underwriters in this offering to purchase additional Common Shares and the option we have granted to the underwriters in the Mandatory Convertible Preference Shares Offering to purchase additional Mandatory Convertible Preference Shares are not exercised, (2) the Mandatory Convertible Preference Shares will not be redeemed if the Acquisition is not completed and (3) we elect to pay any and all dividends with respect to the Mandatory Convertible Preference Shares in cash.

Although the Acquisition has not yet occurred and, if completed, will not occur until after the closing of the Financing Transactions, and although none of the Financing Transactions is contingent upon the completion of the other Financing Transactions, the pro forma and as adjusted information included or incorporated by reference in this prospectus supplement gives pro forma effect to the Acquisition and the related Financing Transactions as if we had completed all such transactions as of March 31, 2013, in the case of balance sheet data, and as of January 1, 2012, in the case of statement of operations data, unless otherwise specified. If the Acquisition does not occur, we will have the option to redeem the Mandatory Convertible Preference Shares, if issued, and we will be required to redeem any debt borrowed in the Debt Financing, if completed, as described in the next paragraph. In addition, the pro forma adjustments and as adjusted information included in this prospectus supplement do not include any post-closing adjustments that may occur pursuant to the Purchase Agreement, which may include adjustments of the purchase price. Any such post-closing adjustments may be material.

This offering is not contingent on completion of the Acquisition. If the Acquisition is not completed on or before December 20, 2013, or if an Acquisition Termination Event occurs, (1) if the Mandatory Convertible Preference Shares Offering is completed, we will have the option to redeem the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment, and (2) if the Debt Financing is completed, we will be required to redeem all of the debt borrowed in the Debt Financing at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest. However, we will not be required to offer to repurchase the Common Shares sold in this offering if the Acquisition is not completed or if an Acquisition Termination Event occurs. As a result, if the Acquisition is not completed, none of the securities that we may sell to finance the Acquisition as described under The Transactions, other than the Common Shares sold in this offering and the Mandatory Convertible Preference Shares Offering, if completed and we do not exercise our option to redeem such Mandatory Convertible Preference Shares, will remain outstanding. See Risk Factors Risks Relating to Our Pending Acquisition of Longview in this prospectus supplement.

All references to currency amounts included in this prospectus supplement are in U.S. dollars unless specifically noted otherwise.

Table of Contents

MARKET DATA

The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus include statements regarding the forest products and home building industries, the U.S. and global economy and related matters. These include statements regarding:

changes in the economy in the United States, Asia, particularly Japan and China, and other parts of the world;

changes in the housing, wood products, timber and cellulose fiber markets;

the number of U.S. single family and total home starts and factors affecting U.S. housing starts and sales, including changes in gross domestic product, job losses and unemployment;

changes in currency exchange rates and the relative strength of various currencies;

changes in product shipments;

changes and developments in environmental regulations in the United States and Canada;

the productivity of our forests, recognition of our forestry management and our sustainable forestry practices and the certification of forests we own or manage under applicable sustainability and other standards;

the size and location of our timberlands relative to others in our industry;

changes in demand and prices for, and supply of, market pulp;

levels of consumer confidence;

our relative size as a manufacturer and distributor of wood products in North America and as a producer of market pulp worldwide;

changes in demand for and supply and prices of export and domestic logs;

changes in demand for, and supply, consumption and prices of, wood products;

volatility in the price of land for development;

Edgar Filing: WEYERHAEUSER CO - Form 424B5

levels of and changes in interest rates and mortgage rates and actions by the U.S. Federal Reserve to lower short-term interest rates;

more restrictive mortgage lending standards and the contraction in mortgage lending;

levels (and changes in levels) of home building and repair and remodeling and their effect on consumption of wood products;

rates of foreclosures and distressed sales of houses;

higher inventories of homes available for sale and the effect of inventories on single-family home sales and starts;

changes in home prices and appraisal standards in the United States and in other markets;

cancellation rates and buyer traffic in the homebuilding industry in the United States; and

our relative rank as a homebuilding company in the United States as measured by annual single-family home closings.

This information is derived primarily from publicly available information and other sources that may include forest products and building industry publications and websites, data compiled by market research firms and similar sources. Although we believe that this information is reliable, we have not independently verified any of this information and we cannot assure you that it is accurate.

S-3

Table of Contents

SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus contain statements concerning our future results and performance and other matters that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

These statements:

use forward-looking terminology;

are based on various assumptions we make; and

may not be accurate because of risks and uncertainties surrounding the assumptions that we make.

Factors listed in this section as well as other factors not included may cause our actual results to differ from our forward-looking statements. There is no guarantee that any of the events anticipated by our forward-looking statements will occur, and, if any of the events occur, there is no guarantee what effect they will have on our operations or financial condition.

We will not update the forward-looking statements contained in any document after the date of such document.

Forward-Looking Terminology

Some forward-looking statements discuss our plans, strategies and intentions. They use words such as expects , may , will , believes , should , approximately , anticipates , estimates and plans . In addition, these words may use the positive or negative or a variation of those terms.

Statements

We make forward-looking statements of our expectations regarding the second quarter of 2013, the Transactions and other matters, including:

improved selling prices for Western domestic and export logs, slightly lower fee harvest volumes, flat realization and somewhat higher fee harvest volumes in the South, seasonally higher silviculture expenses, somewhat higher earnings from dispositions of non-strategic timberlands and comparable earnings in our Timberlands segment excluding disposition of non-strategic timberlands;

Edgar Filing: WEYERHAEUSER CO - Form 424B5

higher sales volumes across all product lines, slightly higher sales realization for engineered wood products, potential softening in prices for lumber and oriented strand board, slightly higher log costs, improved operating rates and comparable earnings in our Wood Products segment;

slightly higher pulp price realizations, lower maintenance costs, lower fiber and energy costs and significantly higher earnings in our Cellulose Fiber segment;

seasonally increased home closings to approximately 600 single-family homes, slight decline in average price of homes closed due to mix, average margins comparable to the first quarter of 2013, higher selling-related expenses due to additional closing volume and a slight profit from single-family homebuilding in our Real Estate segment; and

the completion of the Transactions, if at all, and the timing, terms and anticipated benefits of the Transactions if some or all of them occur.

S-4

Table of Contents

We base our forward-looking statements on a number of factors, including the expected effect of:

the economy;

regulations;

adverse litigation outcomes and the adequacy of reserves;

changes in accounting principles;

contributions to pension plans;

projected benefit payments;

projected tax rates and credits; and

other related matters.

For additional information regarding forward-looking statements, see **Special Note Regarding Forward-Looking Statements** in the accompanying prospectus.

Risks, Uncertainties and Assumptions

Major risks and uncertainties and assumptions that we make that affect our business and may cause actual results to differ from these forward-looking statements include, but are not limited to:

the effect of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and the strength of the U.S. dollar;

market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;

performance of our manufacturing operations, including maintenance requirements;

the level of competition from domestic and foreign producers;

the successful execution of our internal performance plans, including restructurings and cost reduction initiatives;

raw material prices;

energy prices;

the effect of weather;

the risk of loss from fires, floods, windstorms, hurricanes, pest infestations and other natural disasters;

transportation costs;

Federal tax policies;

the effect of forestry, land use, environmental and other governmental regulations;

legal proceedings;

the completion, timing, terms and anticipated benefits of the Acquisition and the Financing Transactions;

performance of pension fund investments and related derivatives;

the effect of timing of retirements and changes in the market price of our Common Shares on charges for share-based compensation;

changes in accounting principles; and

S-5

Table of Contents

the other factors described under Risk Factors in or incorporated by reference in this prospectus supplement.

Exporting Issues

We are a large exporter, affected by changes in:

economic activity in Europe and Asia especially Japan and China;

currency exchange rates particularly the relative value of the U.S. dollar to the euro and the Canadian dollar and the relative value of the euro to the yen; and

restrictions on international trade or tariffs imposed on imports.

S-6

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

*The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from this prospectus supplement. As a result, it does not contain all of the information you should consider before investing in the Common Shares. You should carefully read the entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, which are described under *Incorporation by Reference* included in this prospectus supplement and *Where You Can Find More Information* in the accompanying prospectus, before deciding whether to invest in the Common Shares. You should pay special attention to the *Risk Factors* section of this prospectus supplement to determine whether to invest in the Common Shares.*

Weyerhaeuser Company

Overview

We are one of the world's largest private owners of timberlands. We own or control more than 6 million acres of timberlands, primarily in the United States, and manage another 13.9 million acres under long-term licenses in Canada. We manage these timberlands on a sustainable basis in compliance with internationally recognized forestry standards. We are also one of the largest manufacturers of wood and specialty cellulose fibers products, and we develop real estate, primarily as a builder of single-family homes. Our company is a REIT for Federal income tax purposes.

We are committed to operate as a sustainable company and are listed on the Dow Jones World Sustainability Index. We focus on increasing energy and resource efficiency, reducing greenhouse gas emissions, reducing water consumption, conserving natural resources, and offering products that meet human needs with superior sustainability attributes. We operate with world class safety results, understand and address the needs of the communities in which we operate and present ourselves transparently.

In 2012, we generated \$7.1 billion in net sales and employed approximately 13,200 people who serve customers worldwide.

Our business segments' competitive strategies are as follows:

Timberlands Extract maximum value from each acre we own or manage.

Wood Products Deliver high-quality lumber, structural panels, engineered wood products and complementary products for residential applications.

Cellulose Fibers Concentrate on value-added pulp products.

Real Estate Deliver unique value propositions in target markets.

Recent Developments

The Acquisition

On June 14, 2013, we entered into a purchase agreement (the "Purchase Agreement") with Longview Timber Holdings, Corp. ("Longview Holdings") and certain of its security holders (the "Sellers"). Pursuant to the Purchase Agreement and other related agreements, we will acquire, with cash, all of the equity interests in Longview Timber for an aggregate purchase price of \$2.65 billion, which amount includes the assumption of the Longview Existing Debt and is subject to adjustment based on Longview's net working capital and net cash at closing in accordance with the terms of the Purchase Agreement. Longview Timber is a privately-held Delaware limited liability company engaged in the ownership and management of approximately 645,000 acres of timberlands primarily in Oregon (approximately 333,000 acres) and Washington (approximately 312,000 acres), composed primarily of softwoods, and principally produces logs for sale from its timberlands.

S-7

Table of Contents

We intend to use the net proceeds of this offering and, if completed, the Mandatory Convertible Preference Shares Offering and the Debt Financing, together with available cash, to finance the Acquisition, to repay the Longview Existing Debt and to pay related fees and expenses. However, this offering is not contingent upon the completion of the Acquisition, which, if completed, will occur subsequent to the closing of this offering. For a more detailed discussion of the Acquisition, see *The Transactions* and for a more detailed discussion of the sources and uses of funds in connection therewith, see *Use of Proceeds*, each included in this prospectus supplement.

The Purchase Agreement contains customary representations and warranties of the parties, and covenants to, among other things, cooperate to obtain a waiver from the lenders under Longview's existing senior secured credit agreement governing the Longview Existing Debt waiving certain terms of the senior secured credit agreement in connection with the Acquisition. The Acquisition is expected to close in July 2013.

Longview had total sales for fiscal year 2012 and the first quarter of 2013 of approximately \$245 million and approximately \$78 million, respectively, and a net loss for fiscal year 2012 and the first quarter of 2013 of approximately \$66 million and approximately \$5 million, respectively. As at March 31, 2013, Longview had approximately \$1.58 billion in total assets. We believe Longview has productive lands with favorable age class distribution that will provide us with optionality for harvest. As a result, we believe the Acquisition will provide us with the opportunity for high front-end harvest and will allow us to increase our export of premium priced logs to Japan.

As at March 31, 2013, the aggregate principal amount of the Longview Existing Debt was approximately \$1.07 billion. If the Acquisition is completed, we expect to use a combination of the net proceeds from the Financing Transactions and available cash to repay (1) the portion of the Longview Existing Debt maturing on July 2, 2013, in accordance with its terms on that date and (2) all remaining Longview Existing Debt in its entirety within 90 days after the closing of the Acquisition. However, we cannot assure that we will repay the Longview Existing Debt within 90 days after the closing of the Acquisition or prior to its maturity. See *Description of Indebtedness and Obligations* *The Longview Existing Debt*.

We cannot assure you that the Acquisition will be completed or, if completed, that it will be completed at the price, within the time period or on the terms and with the anticipated benefits contemplated by this prospectus supplement. The Purchase Agreement is included as Exhibit 2.1 to our Current Report on Form 8-K, filed with the SEC on June 17, 2013, which is incorporated by reference herein. See *The Transactions* and *Risk Factors* *Risks Relating to Our Pending Acquisition of Longview*, each included in this prospectus supplement.

Financing Transactions

In addition to this offering, we expect to obtain additional financing for the Acquisition as described below.

Mandatory Convertible Preference Shares Offering. Substantially concurrently with this offering, we are offering, by means of a separate prospectus supplement, 10,000,000 of our Mandatory Convertible Preference Shares, plus up to 1,500,000 additional Mandatory Convertible Preference Shares that the underwriters of the Mandatory Convertible Preference Shares Offering have the option to purchase from us, in each case at a public offering price of \$50.00 per share. For a description of some of the expected terms of the Mandatory Convertible Preference Shares, see *The Transactions* and *Description of Indebtedness and Obligations* *Weyerhaeuser's Mandatory Convertible Preference Shares* included in this prospectus supplement. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy the securities being offered in the Mandatory Convertible Preference Shares Offering.

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Debt Financing. Subsequent to this offering and the Mandatory Convertible Preference Shares Offering, if completed, we expect to obtain approximately \$1.225 billion of senior unsecured debt financing of Weyerhaeuser Company pursuant to the Debt Financing. For a description of some of the anticipated terms of any

S-8

Table of Contents

Debt Financing, see The Transactions and Description of Indebtedness and Obligations Weyerhaeuser's Debt included in this prospectus supplement. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any debt being sold or placed in the Debt Financing.

Completion of this offering is not contingent upon completion of (1) the Mandatory Convertible Preference Shares Offering, (2) the Debt Financing or (3) the Acquisition. Accordingly, even if the Acquisition or the other Financing Transactions do not occur, the Common Shares sold in this offering will remain outstanding. Investors in our Common Shares should not place undue reliance on the pro forma and as adjusted information included or incorporated by reference in this prospectus supplement because this offering is not contingent upon any of the transactions reflected in the adjustments included in that information.

Completion of each of (1) the Mandatory Convertible Preference Shares Offering and (2) the Debt Financing is not contingent upon the completion of the other or of this offering. However, if the Acquisition is not completed on or before December 20, 2013, or if an Acquisition Termination Event occurs, (x) any debt borrowed in the Debt Financing will be required to be redeemed, in whole but not in part, and (y) we will have the option of redeeming the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment. Accordingly, if the Acquisition does not occur, any debt borrowed in the Debt Financing will not remain outstanding and, if we exercise our option to redeem the Mandatory Convertible Preference Shares pursuant to the Mandatory Convertible Preference Shares Offering, the Mandatory Convertible Preference Shares will not remain outstanding. See Risk Factors Risks Relating to Our Pending Acquisition of Longview included in this prospectus supplement.

We cannot assure you that we will complete any of the Financing Transactions on the terms contemplated by this prospectus supplement or at all.

After the closing of the Acquisition, we may replenish our available cash or repay any revolving credit borrowings made in connection with the Acquisition with the proceeds of additional permanent debt financing.

Expected Dividend Increase

We have announced our intention to, in conjunction with, and subject to the completion of, the Acquisition, increase our quarterly dividend from \$0.20 per Common Share to \$0.22 per Common Share beginning with the third quarter dividend payable in September 2013. However, we cannot assure you that we will increase our quarterly dividend upon completion of the Acquisition, or at all. For additional information please see Risk Factors Risks Relating to Our Industries and Business REIT Status and Tax Implications Our cash dividends on our Common Shares are not guaranteed and may fluctuate, included in this prospectus supplement.

Weyerhaeuser Announces New President and CEO

Our Board of Directors has elected Doyle Simons, age 49, president and chief executive officer, effective August 1, 2013. He will be engaged as CEO Elect effective immediately. Simons succeeds Dan Fulton, who turns 65 this year and will be retiring as planned. Effective August 1, Fulton will serve as executive vice chairman of the Weyerhaeuser Board of Directors until his retirement in October 2013.

Mr. Simons has been a Director of Weyerhaeuser since June 2012. He served as chairman and chief executive officer of Temple-Inland, Inc. (a forest products company) from 2008 until February 2012 when it was acquired by International Paper Company. Previously, he held various management positions with Temple-Inland, including executive vice-president from 2005 through 2007 and chief administrative officer from 2003 to 2005. Prior to joining the company in 1992, he practiced real estate and banking law with Hutchseon and

S-9

Table of Contents

Grundy, L.L.P. Mr. Simons also serves on the Board of Directors for Fiserv, Inc., is a member of the Board of Visitors for the University of Texas M.D. Anderson Cancer Center and the Baylor University Hankamer School of Business Advisory Board, and serves on the Advisory Councils of the College of Natural Sciences and the Texas Memorial Museum at the University of Texas at Austin.

Weyerhaeuser To Explore Strategic Alternatives for WRECO

Our Board of Directors has authorized the exploration of strategic alternatives with respect to Weyerhaeuser Real Estate Company (WRECO), our homebuilding and real estate development business. Our Board of Directors intends to consider a broad range of alternatives including, but not limited to, continuing to hold and operate WRECO, or a merger, sale or spin-off of the business. We do not intend to announce further developments regarding the process until our Board of Directors either completes its review or enters into a definitive agreement for a possible transaction. For more information, see Risk Factors--Risks Related to Our Industries and Business Strategic Alternatives We are evaluating strategic alternatives for WRECO, our homebuilding and real estate development business .

Revised Second Quarter 2013 Guidance

We have updated our second quarter 2013 earnings guidance for our Wood Products segment. We now expect earnings from the segment to be lower compared with first quarter 2013. This is a revision to the prior guidance of comparable earnings for the Wood Products segment, as reported in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013. The reduction in anticipated second quarter earnings for the segment is primarily due to lower than expected price realizations for oriented strand board and lumber. We do not anticipate any significant changes to the financial guidance with respect to our other business segments that was previously provided in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed with the SEC and incorporated by reference in this prospectus supplement.

Sources and Uses

We estimate that the net proceeds received by us from this offering, the Mandatory Convertible Preference Shares Offering and the Debt Financing will be approximately \$768 million, \$485 million and \$1.188 billion, respectively, in each case after deducting estimated offering discounts and commissions and estimated expenses payable by us. The estimated net proceeds from this offering have been calculated by assuming a public offering price of \$28.29 per Common Share, which is equal to the last reported sale price of the Common Shares on the New York Stock Exchange on June 14, 2013. A \$1.00 increase (decrease) in the offering price of the Common Shares would increase (decrease) the estimated net proceeds received by us from this offering by approximately \$27 million, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. The estimated net proceeds from the Mandatory Convertible Preference Shares Offering have been calculated by assuming a public offering price of \$50.00 per share.

To the extent that the aggregate net proceeds from this offering and the Mandatory Convertible Preference Shares Offering are less than the aggregate amount assumed in the following table (whether due to a change in the respective public offering prices or number of shares issued or sold), we intend to increase the amount of debt borrowed in the Debt Financing or the amount of available cash applied to effect the Acquisition by a similar amount. We intend to use the net proceeds of this offering, and, if completed, the Mandatory Convertible Preference Shares Offering and the Debt Financing, together with cash on hand, to finance the Acquisition, to repay the Longview Existing Debt and to pay related fees and expenses. However, if any of the Financing Transactions is not completed or the aggregate net proceeds from the Financing Transactions are less than the amount we have assumed for purposes of the following table, we may be required to obtain additional financing or adjust the amount of available cash applied to effect the Acquisition.

S-10

Table of Contents

The following table outlines the sources and uses of funds for the Transactions. The table assumes that the Acquisition, the repayment of the Longview Existing Debt and the Financing Transactions are completed simultaneously, although the Financing Transactions are expected to occur before completion of the Acquisition and we expect to repay the Longview Existing Debt within 90 days after the closing of the Acquisition. The table also assumes that we complete the Transactions on the terms and in accordance with the assumptions set forth under Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement.

Pending application of the net proceeds of the Financing Transactions to finance the Acquisition, we expect to invest such net proceeds in high-quality, short-term debt securities. If the Acquisition does not occur, we will use the net proceeds of this offering and the Mandatory Convertible Preference Shares Offering (if not redeemed for cash) for general corporate purposes, which may include strategic investments and acquisitions.

All of the amounts in the following table are estimated. The actual amount of net proceeds from this offering will likely be different from the amount reflected in the following table, and other actual amounts may vary from the estimated amounts set forth in the following table.

Sources of funds		Uses of funds	
	(Dollars in millions)		
Cash	\$ 335	Acquisition consideration	\$ 1,597
Common Shares Offering, net of discounts, commissions and expenses	768	Repayment of Longview Existing Debt and accrued interest	1,178
Mandatory Convertible Preference Shares Offering, net of discounts, commissions and expenses	485	Debt Financing Fees	37
Debt Financing	1,225	Other transaction expenses	1
Total sources of funds	\$ 2,813	Total uses of funds	\$ 2,813

For more information, see Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement.

Additional Information

Weyerhaeuser Company was incorporated in the state of Washington in January 1900 as Weyerhaeuser Timber Company. Starting with our 2010 fiscal year, we elected to be taxed as a REIT for Federal income tax purposes. The mailing address of our principal executive offices is 33663 Weyerhaeuser Way South, Federal Way, Washington 98003, and the telephone number of our principal executive offices is (253) 924-2345.

Table of Contents

THE OFFERING

The following summary contains basic information about this offering. It does not contain all the information that is important to you. You should read this prospectus supplement and the accompanying prospectus and the documents incorporated and deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus carefully before making an investment decision.

Unless otherwise expressly stated or the context otherwise requires, references to Weyerhaeuser, we, our and us and similar references appearing under this caption The Offering mean Weyerhaeuser Company excluding its subsidiaries.

Issuer	Weyerhaeuser Company, a Washington corporation.
Common Shares Offered	28,000,000 Common Shares (excluding Common Shares that the underwriters have the option to purchase as described below).
Approximate number of Common Shares to be outstanding after this offering	575,670,000 Common Shares (excluding Common Shares that the underwriters have the option to purchase as described below).
New York Stock Exchange Symbol for Common Shares	WY
Underwriters Purchase Option	We have granted the underwriters an option to purchase up to an additional 4,200,000 Common Shares from us, exercisable within 30 days from the date of this prospectus supplement.
Use of Proceeds	<p>We estimate that the net proceeds to us from this offering, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$768 million (or approximately \$884 million if the underwriters exercise their option to purchase additional Common Shares in full), in each case assuming a public offering price of \$28.29 per Common Share, which is equal to the last reported sale price of the Common Shares on the New York Stock Exchange on June 14, 2013. A \$1.00 increase (decrease) in the assumed offering price per Common Share would increase (decrease) the estimated net proceeds received by us from this offering by approximately \$27 million (or approximately \$31 million if the underwriters option to purchase additional Common Shares is exercised in full), after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.</p> <p>We intend to use the net proceeds from this offering and the other Financing Transactions, if completed, together with cash on hand, to finance the Acquisition,</p>

Table of Contents

to repay the Longview Existing Debt and to pay related fees and expenses. If the Acquisition does not occur, we will use the net proceeds of this offering for general corporate purposes, which may include strategic investments and acquisitions.

For a sensitivity analysis related to the Financing Transactions, see Use of Proceeds and Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement.

Material Federal Income Tax Consequences

The material Federal income tax consequences of purchasing, owning and disposing of our Common Shares are described in Material Federal Income Tax Consequences included in this prospectus supplement and Certain Federal Income Tax Considerations in the accompanying prospectus.

Concurrent Mandatory Convertible Preference Shares Offering

Concurrently with this offering, we are offering, by means of a separate prospectus supplement, 10,000,000 of our % Mandatory Convertible Preference Shares, Series A, par value \$1.00 per share, plus up to an additional 1,500,000 Mandatory Convertible Preference Shares that the underwriters of such offering have the option to purchase from us, exercisable within 30 days from the date of the prospectus supplement for the Mandatory Convertible Preference Shares Offering, in connection with the financing of the Acquisition. We will have the option to redeem the Mandatory Convertible Preference Shares (in cash, by delivery of our Common Shares, or by delivery of any combination of cash and Common Shares), in whole but not in part, if the Acquisition does not occur. For additional information, see Description of Indebtedness and Obligations Weyerhaeuser's Mandatory Convertible Preference Shares and The Transactions included in this prospectus supplement.

Subsequent Debt Financing

Subsequent to this offering and the Mandatory Convertible Preference Shares Offering, if completed, we expect to obtain the Debt Financing in connection with the financing of the Acquisition. If the Acquisition is not completed, we will not engage in the Debt Financing or, if already completed, the debt borrowed by us in the Debt Financing will be redeemed. For additional information, see Description of Indebtedness and Obligations Weyerhaeuser's Debt and The Transactions included in this prospectus supplement.

Table of Contents

Restrictions on Ownership and Transfer of Common Shares

Our Articles of Incorporation contain restrictions on the ownership and transfer of our Common Shares intended to assist us in maintaining our status as a REIT for Federal income tax purposes. For example, our Articles of Incorporation prohibit any person from acquiring actual or constructive ownership of 9.9% or more (in value or number of shares) of our outstanding Common Shares, subject to certain limited exceptions. For additional information, see [Description of Common Shares](#) included in this prospectus supplement and [Description of Capital Stock](#), [Description of Common Shares](#) and [Certain Federal Income Tax Considerations](#) in the accompanying prospectus.

Transfer Agent and Registrar

Computershare Shareowner Services LLC is the transfer agent and registrar for the Common Shares.

Risk Factors

An investment in our Common Shares involves risks. You should carefully consider, among other matters, the risks and uncertainties discussed under the captions [Risk Factors](#) beginning on page S-16 of this prospectus supplement and page 2 of the accompanying prospectus and under Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, incorporated by reference in this prospectus supplement, as well as the other information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus, before making a decision to invest in our Common Shares. See [Incorporation by Reference](#) included in this prospectus supplement and [Where You Can Find More Information](#) in the accompanying prospectus.

The number of Common Shares to be outstanding immediately after this offering that appears above is based on the number of Common Shares outstanding as of June 3, 2013, and excludes:

4,200,000 of our Common Shares issuable on the exercise of the underwriters' option to purchase additional Common Shares in this offering;

up to _____ of our Common Shares (up to _____ Common Shares if the underwriters in the Mandatory Convertible Preference Shares Offering exercise their option to purchase additional Mandatory Convertible Preference Shares in full), in each case subject to anti-dilution, make-whole and other adjustments, that would be issuable upon conversion of Mandatory Convertible Preference Shares issued in the Mandatory Convertible Preference Shares Offering;

an aggregate of approximately 18,854,898 of our Common Shares issuable pursuant to outstanding employee stock options;

outstanding performance share units issuable into a maximum of 1,201,601 of our Common Shares;

outstanding restricted stock units issuable into a maximum of 1,697,571 of our Common Shares; and

19,158,175 additional Common Shares available for grant under our equity compensation plans.

S-14

Table of Contents

Unless otherwise specified or the context requires otherwise, information in this prospectus supplement assumes that (1) the option we have granted to the underwriters in this offering to purchase additional Common Shares and the option we have granted to the underwriters in the Mandatory Convertible Preference Shares Offering to purchase additional Mandatory Convertible Preference Shares are not exercised, (2) the Mandatory Convertible Preference Shares will not be redeemed if the Acquisition is not completed and (3) we elect to pay any and all dividends with respect to the Mandatory Convertible Preference Shares in cash.

S-15

Table of Contents

RISK FACTORS

Investing in our Common Shares involves risks. You should carefully consider the risks described below in addition to the other risks and uncertainties discussed elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. Those risks and uncertainties are not the only ones we and the combined company face.

As used under this caption "Risk Factors", references to our shares, our shareholders, and similar references include our Common Shares and Mandatory Convertible Preference Shares and the holders thereof, references to our debt securities, borrowings or indebtedness and similar references include the debt we may borrow in the Debt Financing and references to our securities include the Common Shares, Mandatory Convertible Preference Shares and the debt we may borrow in the Debt Financing, in each case unless otherwise expressly stated or the context otherwise requires.

Risks Relating to Our Industries and Business

Macroeconomic Conditions

The industries in which we operate are sensitive to macroeconomic conditions and consequently highly cyclical.

The overall levels of demand for the products we manufacture and distribute reflect fluctuations in levels of end-user demand which consequently impact our sales and profitability. End-user demand depends in part on general macroeconomic conditions in North America and worldwide as well as on local economic conditions. Current economic conditions in the United States reflect slow growth and high levels of consumer and business uncertainty, which has been fueled by fiscal concerns with the U.S. as well as global economic issues such as European sovereign debt and slowing growth in China. The homebuilding industry (including our Real Estate business) has seen increased demand for new homes resulting in falling inventories, which contributed to some improvement in selling prices for new and existing homes. This improvement is highly dependent on continued improvement in the overall economy, the relative health of which has been subject to numerous shocks and obstacles, including those mentioned earlier. Our Wood Products segment is highly dependent on the strength of the homebuilding industry. The decline in home construction activity, which occurred as a result of the credit bubble and recession, resulted in depressed prices of and demand for wood products and building materials. This was reflected in lower prices and demand for logs and reduced harvests in our Timberlands segment. The length and magnitude of industry cycles have varied over time and by product, but generally reflect changes in macroeconomic conditions. Those conditions improved for some sectors such as homebuilding, but deteriorated for other sectors such as cellulose fibers, as the global demand for pulp has declined with the slowing economies in Europe and Asia.

Commodity Products

Many of our products are commodities that are widely available from other producers.

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Because commodity products have few distinguishing properties from producer to producer, competition for these products is based primarily on price, which is determined by supply relative to demand and competition from substitute products. Prices for our products are affected by many factors outside of our control, and we have no influence over the timing and extent of price changes, which often are volatile. Our profitability with respect to these products depends, in part, on managing our costs, particularly raw material and energy costs, which represent significant components of our operating costs and can fluctuate based upon factors beyond our control. Prices of and demand for many of our products have fluctuated significantly in recent quarters, while many of our raw material or energy costs have increased. As a result, both sales and profitability are subject to volatility due to market forces beyond our control.

S-16

Table of Contents

Industry Supply of Logs, Wood Products and Pulp

Excess supply of products may adversely affect prices and margins.

Oversupply of products also may result from producers introducing new capacity or increasing harvest levels in response to favorable short-term pricing trends. Industry supplies of pulp also are influenced by overseas production capacity, which has grown in recent years and is expected to continue to grow. While the weakness of the U.S. dollar in recent years has improved the company's competitive position, the recent strengthening of the U.S. dollar and decreases in demand for consumer products in emerging markets may result in lower prices. Continuation of these factors could materially and adversely affect sales volumes and margins of our operations.

Homebuilding Market and Economic Risks

High unemployment, low demand and low levels of consumer confidence could continue to adversely affect our sales volume, pricing and margins and result in further impairments.

Demand for homes is sensitive to changes in economic conditions such as the level of employment, consumer confidence, consumer income, the availability of financing and interest rate levels. During the period of 2007 through 2011, the mortgage industry experienced significant instability and increasing default rates, particularly with regard to subprime and other nonconforming loans. This caused many lenders to tighten credit requirements and reduce the number of mortgage loans available for financing home purchases. Credit conditions have begun to ease, but remain significantly more restrictive than prior to 2007. Demand for new homes also has been adversely affected by factors such as continued high unemployment and weak consumer confidence. Foreclosure rates and distress sales of houses, while still at elevated levels, have fallen and are less of an impact compared to the years immediately following the housing collapse.

The company has traditionally carried a larger supply of land for development than many of our competitors. Land markets and prices have been volatile in recent years and significant changes in the real estate markets in which we operate may create valuation risk for this land. Although our land portfolio may reduce inventory risk for certain of our homebuilding operations and may create the opportunity to generate revenue from the sale of non-strategic assets to third parties, the company will be required to purchase additional lots to support our homebuilding operations. Intense competition for land may significantly increase the prices we pay to acquire land and lots in the near term.

Our homebuyers' ability to qualify for and obtain affordable mortgages could be affected by changes in government sponsored entities and private mortgage insurance companies supporting the mortgage market.

The Federal government has historically had a significant role in supporting mortgage lending through its sponsorship of Fannie Mae and Freddie Mac. As a result of turbulence in the credit markets and mortgage finance industry in the last few years, the effect of the Federal government's conservatorship of these government sponsored entities on the short-term and long-term demand for new housing remains unclear. The liquidity provided to the mortgage industry by Fannie Mae and Freddie Mac, both of which purchase home mortgages and mortgage-backed securities originated by mortgage lenders, is critical to the housing market. There have been significant concerns about the future purpose of Fannie Mae and Freddie Mac and a number of proposals to curtail their activities over time are under review. Any limitations or restrictions on the availability of financing by these entities could adversely affect interest rates and mortgage financing, and increase the effective cost of our homes, which could reduce demand for our homes and adversely affect our results of operations.

Changes in mortgage interest expense and real estate tax regulations could harm our future sales and earnings.

Significant costs of homeownership include mortgage interest expense and real estate taxes, both of which are generally deductible for an individual's Federal and, in some cases, state income taxes. Any changes to

S-17

Table of Contents

income tax laws by the Federal government or a state government to eliminate or substantially reduce these income tax deductions, as has been considered from time to time, would increase the after-tax cost of owning a home. Increases in real estate taxes by local governmental authorities also increase the cost of homeownership. Any such increases to the cost of homeownership could adversely affect the demand for and sales prices of new homes.

Capital Markets

Deterioration in economic conditions and the credit markets could adversely affect our access to capital.

Financial and credit markets have experienced turmoil, which may impair the company's ability to borrow money. Similarly, our customers may be unable to borrow money to fund their operations.

Continued deteriorating or volatile market conditions could:

adversely affect our ability to access credit markets on terms acceptable to us;

limit our capital expenditures for repair or replacement of existing facilities or equipment;

adversely affect our compliance with covenants under existing credit agreements;

result in adverse changes in the credit ratings of our debt securities;

have an adverse effect on our customers and suppliers and their ability to purchase our products;

adversely affect the banks providing financial security for the transaction structures used to defer taxes related to several major sales of timber;

adversely affect the performance of our pension plans requiring additional company contributions; and

reduce our ability to take advantage of growth and expansion opportunities.

Changes in Credit Ratings

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect our cost of financing and have an adverse effect on the market price of our securities.

Credit rating agencies rate our debt securities based on factors that include our operating results, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the rating agencies can include maintaining, upgrading or downgrading the current rating or placing the company on a watch list for possible future downgrading. Downgrading the credit rating of our debt securities or placing us on a watch list for possible future downgrading could limit our access to the credit markets, including for the Debt Financing, increase our cost of financing and have an adverse effect on the market price of our securities, including our Common Shares, Mandatory Convertible Preference Shares and any debt borrowed in the Debt Financing.

Substitution

Some of our products are vulnerable to declines in demand due to competing technologies or materials.

Our products may compete with nonfiber-based alternatives or with alternative products in certain market segments. For example, plastic, wood/plastic or composite materials may be used by builders as alternatives to the products produced by our Wood Products businesses such as lumber, veneer, plywood and oriented strand board. Changes in prices for oil, chemicals and wood-based fiber can change the competitive position of our products relative to available alternatives and could increase substitution of those products for our products. As the use of these alternatives grows, demand for our products may further decline.

Table of Contents

Changes in Product Mix or Pricing

Our results of operations and financial condition could be materially adversely affected by changes in product mix or pricing.

Our results may be affected by a change in our sales mix. Our outlook assumes a certain volume and product mix of sales. If actual results vary from this projected volume and product mix of sales, our operations and our results could be negatively affected. Our outlook also assumes we will be successful in implementing previously announced or future price increases, or plans to move customers to higher-priced products. Delays in acceptance of price increases or failure of customers to accept higher-priced products could negatively affect our results. Moreover, price discounting, if required to maintain our competitive position, could result in lower than anticipated price realizations.

Intense Competition

We face intense competition in our markets, and the failure to compete effectively could have a material adverse effect on our business, financial condition and results of operations.

We compete with North American and, for many of our product lines, global producers, some of which may have greater financial resources and lower production costs than we do. The principal basis for competition is selling price. Our ability to maintain satisfactory margins depends in large part on our ability to control our costs. Our industries also are particularly sensitive to other factors including innovation, design, quality and service, with varying emphasis on these factors depending on the product line. To the extent that one or more of our competitors become more successful with respect to any key competitive factor, our ability to attract and retain customers could be materially adversely affected. If we are unable to compete effectively, such failure could have a material adverse effect on our business, financial condition and results of operations.

Another emerging form of competition is between brands of sustainably produced products; customer demand for certain brands could reduce competition among buyers for our products or cause other adverse effects.

In North America, our forests are third-party certified to the Sustainable Forestry Initiative (SFI) standard. Some of our customers have expressed a preference in certain of our product lines for products made from raw materials sourced from forests certified to different standards, including standards of the Forest Stewardship Council (FSC). If and to the extent that this preference becomes a customer requirement, there may be reduced demand and lower prices for our products relative to competitors who can supply products sourced from forests certified to competing certification standards. If we seek to comply with such other standards, we could incur materially increased costs for our operations or be required to reduce harvest levels. FSC, in particular, employs standards that are geographically variable and could cause a material reduction in the harvest levels of some of our timberlands, most notably in the Pacific Northwest.

Material Disruption of Manufacturing

Edgar Filing: WEYERHAEUSER CO - Form 424B5

A material disruption at one of our manufacturing facilities could prevent us from meeting customer demand, reduce our sales or negatively affect our results of operation and financial condition.

Any of our manufacturing facilities, or any of our machines within an otherwise operational facility, could cease operations unexpectedly due to a number of events, including:

unscheduled maintenance outages;

prolonged power failures;

equipment failure;

a chemical spill or release;

explosion of a boiler;

S-19

Table of Contents

the effect of a drought or reduced rainfall on its water supply;

labor difficulties;

disruptions in the transportation infrastructure, including roads, bridges, railroad tracks and tunnels;

fires, floods, windstorms, earthquakes, hurricanes or other catastrophes;

terrorism or threats of terrorism;

governmental regulations; and

other operational problems.

Any such downtime or facility damage could prevent us from meeting customer demand for our products or require us to make unplanned capital expenditures. If one of these machines or facilities were to incur significant downtime, our ability to meet our production targets and satisfy customer requirements could be impaired, resulting in lower sales and income.

Capital Requirements

Our operations require substantial capital.

The company has substantial capital requirements for expansion and repair or replacement of existing facilities or equipment, and those requirements will increase if the Acquisition is completed. Although we maintain our production equipment with regular scheduled maintenance, key pieces of equipment may need to be repaired or replaced periodically. The costs of repairing or replacing such equipment and the associated downtime of the affected production line could have a material adverse effect on our financial condition, results of operations and cash flows.

We believe our capital resources will be adequate to meet our current projected operating needs, capital expenditures and other cash requirements. If for any reason we are unable to provide for our operating needs, capital expenditures and other cash requirements on economic terms, we could experience a material adverse effect on our business, financial condition, results of operations and cash flows.

Environmental Laws and Regulations

Edgar Filing: WEYERHAEUSER CO - Form 424B5

We could incur substantial costs as a result of compliance with, violations of, or liabilities under applicable environmental laws and other laws and regulations.

We are subject to a wide range of general and industry-specific laws and regulations relating to the protection of the environment, including those governing:

air emissions;

wastewater discharges;

harvesting and other silvicultural activities;

forestry operations and endangered species habitat protection;

surface water management;

the storage, management and disposal of hazardous substances and wastes;

the cleanup of contaminated sites;

landfill operation and closure obligations;

building codes; and

health and safety matters.

S-20

Table of Contents

For example, the U.S. Environmental Protection Agency (EPA) is in the process of implementing final rules regulating greenhouse gases that apply to our operations on a project-by-project basis and may be applied to carbon dioxide emissions from biomass. These and similar laws and regulations in the U.S. and Canada will require us to obtain authorizations from and comply with the authorization requirements of the appropriate governmental authorities, which have considerable discretion over the terms and timing of permits.

We have incurred, and we expect to continue to incur, significant capital, operating and other expenditures complying with applicable environmental laws and regulations and as a result of remedial obligations. We also could incur substantial costs, such as civil or criminal fines, sanctions and enforcement actions (including orders limiting our operations or requiring corrective measures, installation of pollution control equipment or other remedial actions), cleanup and closure costs, and third-party claims for property damage and personal injury as a result of violations of, or liabilities under, environmental laws and regulations.

As the owner and operator of real estate, including in our homebuilding business, we may be liable under environmental laws for cleanup, closure and other damages resulting from the presence and release of hazardous substances on or from our properties or operations. In addition, surface water management regulations may present liabilities and are subject to change. The amount and timing of environmental expenditures is difficult to predict, and in some cases, our liability may exceed forecasted amounts or the value of the property itself. The discovery of additional contamination or the imposition of additional cleanup obligations at our sites or third-party sites may result in significant additional costs. Any material liability we incur could adversely affect our financial condition or preclude us from making capital expenditures that otherwise would benefit our business.

We also anticipate public policy developments at the state, Federal and international level regarding climate change and energy access, security and competitiveness. We expect these developments to address emission of carbon dioxide, renewable energy and fuel standards, and the monetization of carbon. Compliance with regulations that implement new public policy in these areas might require significant expenditures. These developments may also include mandated changes to energy use and building codes which could affect our homebuilding practices. Enactment of new environmental laws or regulations or changes in existing laws or regulations, or the interpretation of these laws or regulations, might require significant expenditures. We also anticipate public policy developments at the state, Federal and international levels regarding taxes, health care and a number of other areas that could require significant expenditures.

Currency Exchange Rates

We will be affected by changes in currency exchange rates.

We have manufacturing operations in Canada, Uruguay and Brazil. We are also a large exporter and compete with producers of products very similar to ours. Therefore, we are affected by changes in the strength of the U.S. dollar relative to the Canadian dollar, euro and yen, and the strength of the euro relative to the yen.

Availability of Raw Materials and Energy

Our business and operations could be materially adversely affected by changes in the cost or availability of raw materials and energy.

Edgar Filing: WEYERHAEUSER CO - Form 424B5

We rely heavily on certain raw materials (principally wood fiber and chemicals) and energy sources (principally natural gas, electricity, coal and fuel oil) in our manufacturing processes. Our ability to increase earnings has been, and will continue to be, affected by changes in the costs and availability of such raw materials and energy sources. We may not be able to fully offset the effects of higher raw material or energy costs through hedging arrangements, price increases, productivity improvements or cost-reduction programs.

S-21

Table of Contents

Transportation

We depend on third parties for transportation services and increases in costs and the availability of transportation could materially adversely affect our business and operations.

Our business depends on the transportation of a large number of products, both domestically and internationally. We rely primarily on third parties for transportation of the products we manufacture or distribute as well as delivery of our raw materials. In particular, a significant portion of the goods we manufacture and raw materials we use are transported by railroad or trucks, which are highly regulated.

If any of our third-party transportation providers were to fail to deliver the goods we manufacture or distribute in a timely manner, we may be unable to sell those products at full value or at all. Similarly, if any of these providers were to fail to deliver raw materials to us in a timely manner, we may be unable to manufacture our products in response to customer demand. In addition, if any of these third parties were to cease operations or cease doing business with us, we may be unable to replace them at reasonable cost.

Any failure of a third-party transportation provider to deliver raw materials or finished products in a timely manner could harm our reputation, negatively affect our customer relationships and have a material adverse effect on our financial condition and results of operations.

In addition, an increase in transportation rates or fuel surcharges could materially adversely affect our sales and profitability.

REIT Status and Tax Implications

If we failed to qualify or fail to remain qualified as a REIT, or are subject to a prohibited transactions tax, our taxable income would be subject to tax at corporate rates and we would not be able to deduct dividends to shareholders.

In any taxable year in which we fail to qualify as a REIT, unless we are entitled to relief under the Internal Revenue Code of 1986, as amended (the "Code"):

We would not be allowed to deduct dividends to shareholders in computing our taxable income.

We would be subject to Federal and state income tax on our taxable income at regular corporate rates.

We also would be disqualified from treatment as a REIT for the four taxable years following the year during which we lost qualification.

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Qualification as a REIT involves the application of highly technical and complex provisions of the Code to our operations and the determination of various factual matters and circumstances not entirely within our control. There are only limited judicial or administrative interpretations of these provisions. Although we believe that we operate in a manner consistent with the REIT qualification rules, we cannot assure you that we are or will remain so qualified.

In addition, Federal and state tax laws are constantly under review by persons involved in the legislative process, the Internal Revenue Service, the U.S. Department of the Treasury, and state taxing authorities. Changes to the tax law could adversely affect our shareholders. We cannot predict with certainty whether, when, in what forms, or with what effective dates, the tax laws applicable to us or our shareholders may be changed.

One of Longview Timber's subsidiaries has elected to be taxed as a REIT for Federal income tax purposes and if this subsidiary fails to qualify as a REIT, it could result in the loss of our REIT status.

One of Longview Timber's subsidiaries that we will acquire if the Acquisition is completed has elected to be taxed as a REIT for Federal income tax purposes. Because Longview owns timberland and is engaged in many

S-22

Table of Contents

of the same businesses as we are, the qualification of this subsidiary as a REIT is generally subject to the same risks and uncertainties as those described under this subcaption REIT Status and Tax Implications . If this subsidiary failed to meet the applicable requirements for qualification as a REIT or fails to meet those qualifications at any time in the future, then, if the Acquisition is completed, such failure could jeopardize our qualification as a REIT. Such loss of status would have the effects described above.

Certain of our business activities are potentially subject to prohibited transactions tax or corporate-level income tax.

Under the Code, REITs generally must engage in the ownership and management of income producing real estate. For the company, this generally includes owning and managing a timberland portfolio for the production and sale of standing timber. Accordingly, the manufacture and sale by us of wood products, the harvesting and sale of logs, the development or sale of certain timberlands, the manufacture and sale of pulp products, the development of real estate, the building and sale of single-family houses and the development and sale of land and lots for real estate development are conducted through one or more of our wholly owned taxable REIT subsidiaries (TRSs) because such activities could generate non-qualifying REIT income and could constitute prohibited transactions . Prohibited transactions are defined by the Code generally to be sales or other dispositions of property to customers in the ordinary course of a trade or business. By conducting our business in this manner we believe that we satisfy the REIT requirements of the Code and are not subject to the 100% tax that could be imposed if a REIT were to conduct a prohibited transaction. The net income of our TRSs is subject to corporate-level income tax.

The extent of our use of our TRSs may affect the price of our Common Shares or Mandatory Convertible Preference Shares relative to the prices of common stock and convertible securities issued by other REITs.

We conduct a significant portion of our business activities through one or more TRSs. Our use of our TRSs enables us to engage in non-REIT qualifying business activities such as the sale of logs, production and sale of wood products and pulp products, real estate development and single-family home sales and sale of highest or best use (HBU) property. Our TRSs are subject to corporate-level tax. Therefore, we pay income taxes on the income generated by our TRSs. Under the Code, no more than 25% of the value of the gross assets of a REIT may be represented by securities of one or more TRSs. This limitation may affect our ability to increase the size of our TRSs operations. Furthermore, our use of TRSs may cause the market to value our Common Shares or Mandatory Convertible Preference Shares differently than the common stock and convertible securities of other REITs, which may not use TRSs as extensively as we use them.

We may be limited in our ability to fund distributions on our capital stock and pay our indebtedness using cash generated through our TRSs.

Our ability to receive dividends from our TRSs is limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75% of gross income for each taxable year as a REIT must be derived from passive real estate sources including sales of our standing timber and other types of qualifying real estate income and no more than 25% of our gross income may consist of dividends from our TRSs and other non-real estate income.

This limitation on our ability to receive dividends from our TRSs may affect our ability to fund cash distributions to our shareholders or make payments on our borrowings using cash flows from our TRSs. The net income of our TRSs is not required to be distributed, and income that is not distributed will not be subject to the REIT income distribution requirement.

Table of Contents

If we fail to pay scheduled dividends on the Mandatory Convertible Preference Shares, in cash or Common Shares, we will be prohibited from paying dividends on our Common Shares, which may jeopardize our status as a REIT.

The terms of the Mandatory Convertible Preference Shares provide that, unless full cumulative dividends have been paid or set aside for payment on all outstanding Mandatory Convertible Preference Shares for all past dividend periods and the then-current dividend period, no dividends may be declared or paid on our Common Shares. If that were to occur, the inability to pay dividends on our Common Shares might jeopardize our status as a REIT for Federal income tax purposes.

Our cash dividends on our Common Shares are not guaranteed and may fluctuate.

Generally, REITs are required to distribute 90% of their ordinary taxable income and 95% of their net capital gains income. Capital gains may be retained by the REIT, but would be subject to income taxes if retained. If capital gains are retained rather than distributed, our shareholders would be notified and they would be deemed to have received a taxable distribution, with a refundable credit for any Federal income tax paid by the REIT. Accordingly, we believe that we are not required to distribute material amounts of cash since substantially all of our taxable income is treated as capital gains income. Our Board of Directors, in its sole discretion, determines the amount of quarterly dividends to be paid to holders of our Common Shares. Our quarterly dividend has been between \$0.15 and \$0.20 per Common Share since 2011. We have announced our intention to, in conjunction with, and subject to the completion of, the Acquisition, increase our quarterly dividend from \$0.20 per Common Share to \$0.22 per Common Share beginning with the third quarter dividend payable in September 2013. However, because dividend decisions are in the sole discretion of our Board of Directors and depend on a number of factors, some of which are outside of our control, we cannot assure you that a dividend increase will occur even if the Acquisition is completed. Any decision by our Board of Directors to increase the dividend will depend on our results of operations, financial condition, capital requirements, the factors described below and any other factors deemed relevant by our Board of Directors at the time of declaration. In addition, our Board of Directors will determine whether full quarterly dividends will be paid on the Mandatory Convertible Preference Shares based on consideration of any number of factors. These factors include, but are not limited to, our results of operations, cash flow and capital requirements, economic conditions, tax considerations, borrowing capacity and other factors, including debt covenant restrictions that may impose limitations on cash payments, future acquisitions and divestitures, harvest levels, changes in the price and demand for our products and general market demand for timberlands including those timberland properties that have higher and better uses. Consequently, dividend levels on our Common Shares may fluctuate and we may not pay dividends on our Common Shares or full cumulative dividends on our Mandatory Convertible Preference Shares.

We may not be able to complete desired like-kind exchange transactions for timberlands and real estate we sell.

When we sell timberlands and real estate, we generally seek to match these sales with the acquisition of suitable replacement timberlands. This allows us like-kind exchange treatment for these transactions under Section 1031 of the Code and related regulations. This matching of sales and purchases provides us with significant tax benefits, most importantly the deferral of any gain on the property sold until ultimate disposition of the replacement property. While we attempt to complete like-kind exchanges wherever practical, we may not be able to do so in all instances due to various factors, including the lack of availability of suitable replacement property on acceptable terms and our inability to complete a qualifying like-kind exchange transaction within the time frames required by the Code. The inability to obtain like-kind exchange treatment would result in the payment of taxes with respect to the property sold, and a corresponding reduction in earnings and cash available for distribution to shareholders as dividends and to make debt service payments on our indebtedness.

Table of Contents

Legal Proceedings

We are a party to a number of legal proceedings, and adverse judgments in certain legal proceedings could have a material adverse effect on our financial condition.

The costs and other effects of pending litigation against us and related insurance recoveries cannot be determined with certainty. Although the disclosure in Note 15: Legal Proceedings, Commitments and Contingencies of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and Note 8: Legal Proceedings, Commitments and Contingencies of the Notes to Consolidated Financial Statements in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, each incorporated by reference in this prospectus supplement, contains management's current views of the effect such litigation will have on our financial results, there can be no assurance that the outcome of such proceedings will be as expected.

For example, there have been several lawsuits filed against us alleging that we violated U.S. antitrust laws. Those included lawsuits alleging antitrust violations against us and other manufacturers of oriented strand board and lawsuits alleging antitrust violations with respect to alder logs and lumber. All of these matters have been settled.

It is possible that there could be adverse judgments against us in some or all major litigation against us and that we could be required to take a charge for all or a portion of any damage award. Any such charge could materially and adversely affect our results of operations for the quarter or year in which we record it.

Export Taxes

We may be required to pay significant export taxes or countervailing and anti-dumping duties for exported products.

We may experience reduced revenues and margins on some of our businesses as a result of export taxes or countervailing and anti-dumping duty assessments. International trade disputes occur frequently and can be taken to an International Trade Court for resolution of unfair trade practices between countries. For example, there have been many disputes and subsequent trade agreements regarding sales of softwood lumber between Canada and the United States. The current Softwood Lumber Act signed in October 2006 requires our Canadian softwood lumber facilities to pay an export tax when the price of lumber is at or below a threshold price. The export tax could be as high as 22.5% if a province exceeds its total allotted export share. It is possible that additional countervailing duty and antidumping tariffs or similar type tariffs could be imposed on us in the future. We may experience reduced revenues and margins in any business that is subject to such tariffs or to the terms of the settlements of such international disputes. These tariffs or settlement terms could have a material adverse effect on our business, financial results and financial condition, including facility closures or impairments of assets.

Natural Disasters

Our business and operations could be adversely affected by weather, fire, infestation or natural disasters.

Our timberlands assets may be damaged by adverse weather, severe wind and rainstorms, fires, pest infestation or other natural disasters. Because our manufacturing processes primarily use wood fiber, in many cases from our own timberlands, in the event of material damage to our timberlands, our operations could be disrupted or our production costs could be increased. As is typical in the forestry industry, we do not insure against losses of timber, including losses due to these causes.

S-25

Table of Contents

Strategic Alternatives

We are evaluating strategic alternatives for WRECO, our homebuilding and real estate development business.

Our Real Estate business focuses on constructing single-family housing and developing residential lots for our use and for sale. We are evaluating strategic alternatives for our Real Estate business that we believe may enhance shareholder value. These alternatives include continuing to operate the Real Estate business, the sale of all or a part of the Real Estate business or the separation of the Real Estate business into a separate company through a spin-off, merger or other transaction. Any of these transactions could be material. Our evaluation of alternatives is in its early stages. Therefore we cannot assure you that the exploration of these strategic alternatives will result in the Company pursuing any particular transaction or that if a transaction is pursued, the timing for announcement or consummation. Even if a transaction is announced it may not be consummated. Any strategic decision will involve risks and uncertainties and present implementation challenges. As a result, we may not realize the anticipated benefits of any such transaction in the timeframe anticipated, if at all, which could adversely affect our business, financial condition and results of operation. As of the date of this prospectus supplement, we have not entered into any definitive agreement for such a transaction. We do not intend to announce further developments regarding the process until its Board of Directors either completes its review or enters into a definitive agreement for a possible transaction.

Risks Relating to Our Pending Acquisition of Longview

This offering is not contingent upon the completion of the Acquisition. If the Acquisition is not completed, we will have broad discretion to use the net proceeds of this offering for general corporate purposes. Even if the Acquisition is completed, we may fail to realize the growth prospects and cost savings anticipated as a result of the Acquisition.

This offering is not contingent upon the completion of the Acquisition. Accordingly, your purchase of our Common Shares in this offering may be an investment in Weyerhaeuser on a stand-alone basis without any of the assets of Longview or anticipated benefits of the Acquisition. We will have broad discretion to use the net proceeds of this offering if the Acquisition does not occur. General corporate purposes may include strategic investments and acquisitions.

There are a number of risks and uncertainties relating to the Acquisition. For example, the Acquisition may not be completed, or may not be completed in the time frame, on the terms or in the manner currently anticipated, as a result of a number of factors, including, among other things, the failure of one or more of the conditions to closing. There can be no assurance that the conditions to closing of the Acquisition will be satisfied or waived or that other events will not intervene to delay or result in the failure to close the Acquisition. Any delay in closing or a failure to close could have a negative impact on our business and the trading prices of our securities, including our Common Shares. Likewise, the Acquisition or the Financing Transactions may be completed on terms that differ, perhaps substantially, from those described in this prospectus supplement and investors will not be entitled to require us to repurchase, redeem or repay any of our Common Shares or Mandatory Convertible Preference Shares sold or Debt Financing incurred pursuant to the Financing Transactions as a result of any such differences.

The success of the Acquisition will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects from combining our businesses with those of Longview. We may never realize these business opportunities and growth prospects. Integrating operations will be complex and will require significant efforts and expenditures on the part of both us and Longview. Our management might have its attention diverted while trying to integrate operations and corporate and administrative infrastructures and the cost of integration may exceed our expectations. We may also be required to make unanticipated capital expenditures or investments in order to maintain, improve or sustain Longview's operations or assets or take write-offs or impairment charges or recognize amortization expenses resulting from the

Acquisition and may be subject to unanticipated or unknown liabilities relating to Longview and its business. We might experience

S-26

Table of Contents

increased competition that limits our ability to expand our business, and we might not be able to capitalize on expected business opportunities, including retaining current customers. If any of these factors limit our ability to integrate the businesses successfully or on a timely basis, the expectations of future results of operations following the Acquisition might not be met.

In addition, we and Longview have operated and, until the completion of the Acquisition, will continue to operate independently. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses, tax costs or inefficiencies, or inconsistencies in standards, controls, information technology systems, procedures and policies, any of which could adversely affect our ability to maintain relationships with customers, employees or other third parties or our ability to achieve the anticipated benefits of the Acquisition and could harm our financial performance. In that regard, because Longview is a private company, we may be required to implement or improve Longview's internal controls, procedures and policies to meet standards applicable to public companies, which may be time-consuming and more expensive than anticipated.

In addition, the Purchase Agreement has been incorporated by reference into this prospectus supplement to provide investors with information regarding the terms of the Acquisition and is not intended to provide any factual information about us, Longview Timber or our or its respective subsidiaries or affiliates. The Purchase Agreement contains representations and warranties that the parties made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contracts between the parties to the Purchase Agreement and may be subject to important qualifications and limitations agreed by the parties in connection with negotiating the terms of the contracts. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to a contractual standard of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. For the foregoing reasons, investors should not rely on the representations and warranties as statements of factual information.

In addition, as discussed above under "Risks Relating to Our Industries and Business REIT Status and Tax Implications", because one of Longview's subsidiaries has elected to be taxed as a REIT for Federal income tax purposes, the past or future failure of this subsidiary to meet the various requirements for REIT qualification under Federal tax laws could jeopardize our qualification as a REIT.

We will incur significant transaction and acquisition-related integration costs in connection with the Acquisition.

We are currently developing a plan to integrate the operations of Longview after the completion of the Acquisition. Although we anticipate achieving synergies of approximately \$20 million annually in connection with the Acquisition, we also expect to incur costs to implement such cost savings measures. We anticipate that we will incur certain non-recurring charges in connection with this integration, including severance and charges associated with integrating process and systems. We cannot identify the timing, nature and amount of all such charges as of the date of this prospectus supplement. Further, we currently expect to incur significant transaction costs that will be charged as an expense in the period incurred. The significant transaction costs and acquisition-related integration costs could materially adversely affect our results of operations in the period in which such charges are recorded or our cash flow in the period in which any related costs are actually paid. Although we believe that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, will offset incremental transaction and acquisition-related costs over time, this net benefit may not be achieved in the near term, or at all. We expect it will take approximately two years to implement the cost savings measures to achieve approximately 90% of our anticipated annual savings from synergies. We have identified some, but not all, of the actions necessary to achieve our anticipated cost and operational savings. Accordingly, the cost and operational savings may not be achievable in our anticipated amount or timeframe or at all. Investors should not place undue reliance on the anticipated benefits of the Acquisition in making their investment decision.

Table of Contents

We and Longview will be subject to business uncertainties while the Acquisition is pending that could adversely affect our and its businesses.

Uncertainty about the effect of the Acquisition on employees and customers may have an adverse effect on us and Longview and, consequently, on the combined company. Although we and Longview intend to take actions to reduce any adverse effects, these uncertainties may impair our and their ability to attract, retain and motivate key personnel until the Acquisition is completed and for a period of time thereafter. These uncertainties could cause customers, suppliers and others that deal with us and Longview to seek to change existing business relationships with the two companies. Employee retention could be reduced during the pendency of the Acquisition, as employees may experience uncertainty about their future roles with the combined company. If, despite our and Longview's retention efforts, key employees depart because of concerns relating to the uncertainty and difficulty of the integration process or a desire not to remain with the combined company, the combined company's business could be harmed.

The Acquisition may be subject to receipt of consent or approval from governmental entities that could delay or prevent the completion of the Acquisition or that could cause the abandonment of the Acquisition.

To complete the Acquisition, we and Longview may need to obtain approvals or consents from, or make filings with, certain applicable governmental authorities.

While we and Longview each believe that we will receive all required approvals for the Acquisition, there can be no assurance as to the receipt or timing of receipt of these approvals. If any such approvals are required, the receipt of such approvals may be conditional upon actions that the parties are not obligated to take under the Purchase Agreement and other related agreements, which could result in the termination of the Purchase Agreement by us or the Sellers, or, if such approvals are received, their terms could reasonably be expected to have a detrimental impact on the combined company following the completion of the Acquisition. A substantial delay in obtaining any required authorizations, approvals or consents, or the imposition of unfavorable terms, conditions or restrictions contained in such authorizations, approvals or consents, could prevent the completion of the Acquisition, require the mandatory redemption of any debt borrowed in the Debt Financing, give us the option to redeem the Mandatory Convertible Preference Shares or have an adverse effect on the anticipated benefits of the Acquisition, thereby adversely impacting the business, financial condition or results of operations of the combined company. See "The Transactions Overview" and "The Transactions Purchase Agreement" included in this prospectus supplement.

We intend to seek a waiver from the lenders under the Longview Existing Debt to prevent a breach thereof or default thereunder upon completion of the Acquisition. A portion of the Longview Existing Debt matures on July 2, 2013, and, if the closing of the Acquisition occurs prior to such date and the maturity has not been extended, we expect to repay such portion of the Longview Existing Debt at maturity using a combination of the proceeds from the Financing Transactions and available cash.

We intend to seek a waiver from the lenders under the Longview Existing Debt to prevent a breach thereof or default thereunder, which otherwise would occur in connection with the closing of the Acquisition. There can be no assurance that the lenders under the Longview Existing Debt will agree to such a waiver. If we are unable to obtain such a waiver and we choose to proceed with the closing of the Acquisition, we may be required to repay the Longview Existing Debt in its entirety upon the closing of the Acquisition. As at March 31, 2013, an aggregate principal amount of \$1.07 billion of fixed and floating rate notes were outstanding under the Longview Existing Debt. Even if we obtain a waiver, an aggregate principal amount of approximately \$453 million of indebtedness under the Longview Existing Debt matures on July 2, 2013, and, if the closing of the Acquisition occurs prior to such date and the maturity date has not been extended, we will be required to repay all amounts outstanding under such portion of the Longview Existing Debt at maturity. We expect to repay the Longview Existing Debt in its entirety within 90 days after the closing of the Acquisition. In order to repay the Longview Existing Debt, we expect to use a combination of the net proceeds from the Financing Transactions and available cash as reflected in the pro

S-28

Table of Contents

forma information included in this prospectus supplement. However, we cannot assure that we will repay the Longview Existing Debt within 90 days after the closing of the Acquisition or prior to its maturity.

The unaudited pro forma condensed combined financial information included in this prospectus supplement is presented for illustrative purposes only and does not represent what the financial position or results of operations of the combined company would have been had the Transactions been completed on the dates assumed for purposes of that pro forma information nor does it represent the actual financial position or results of operations of the combined company following the Acquisition.

The unaudited pro forma condensed combined financial information contained in this prospectus supplement is presented for illustrative purposes only, contains a variety of adjustments, assumptions and preliminary estimates, is subject to numerous other uncertainties and does not reflect what the combined company's financial position or results of operations would have been had the Transactions been completed as of the dates assumed for purposes of that pro forma financial information nor does it reflect the financial position or results of operations of the combined company following the Acquisition. The pro forma adjustments are based on the preliminary information available at the time of the preparation of this document. For purposes of the unaudited pro forma condensed combined financial information, the estimated Acquisition consideration has been preliminarily allocated to the assets acquired and liabilities assumed based on limited information presently available to Weyerhaeuser to estimate fair values. The Acquisition consideration will be allocated among the relative fair values of the assets acquired and liabilities assumed based on their estimated fair values as of the date of the Acquisition. The final allocation is dependent upon certain valuations and other analyses that cannot be completed prior to the Acquisition and are required to make a definitive allocation. The actual amounts recorded at the completion of the Acquisition may differ materially from the information presented in the accompanying unaudited pro forma condensed combined financial information. Additionally, the unaudited pro forma condensed combined financial information does not reflect the cost of any integration activities or benefits from synergies that may be derived from any integration activities nor does it include any other items not expected to have a continuing impact on the consolidated results of operations. The unaudited pro forma condensed combined financial information has also been prepared on the assumption that the Acquisition and the Financing Transactions will be completed on the terms and in accordance with the assumptions set forth under **Unaudited Pro Forma Condensed Combined Financial Information** included in this prospectus supplement. The purchase price and other terms of the Acquisition and the terms of the Financing Transactions may change, perhaps substantially, from those reflected in this prospectus supplement and, because none of the Financing Transactions is contingent upon completion of any of the other Financing Transactions, it is possible that one or more of the Financing Transactions will not be completed. In particular, it is possible that the Financing Transactions will not generate the anticipated amount of net proceeds, which may require us to obtain additional financing or increase the amount of available cash applied in order to effect the Acquisition. See **Unaudited Pro Forma Condensed Combined Financial Information** in this prospectus supplement and our and Longview's consolidated financial statements incorporated by reference in this prospectus supplement.

Our and Longview's actual financial positions and results of operations prior to the Acquisition and that of the combined company following the Acquisition may not be consistent with, or evident from, the unaudited pro forma condensed combined financial information included in this prospectus supplement. In addition, the assumptions or estimates used in preparing the unaudited pro forma condensed combined financial information included in this prospectus supplement may not prove to be accurate and may be affected by other factors. Any significant changes in the market or assumed public offering price of our Common Shares, the size of any of the Financing Transactions, the assumed dividend rate on the Mandatory Convertible Preference Shares, the assumed interest rate associated with the Debt Financing, the amount of net proceeds generated by each of the Financing Transactions, or the cost of the Acquisition (whether as a result of contractual purchase price adjustments or otherwise) from those assumed for purposes of preparing the estimated pro forma financial information may cause a significant change in the pro forma financial information. The pro forma adjustments for the Acquisition do not include any adjustments to the purchase price that may occur pursuant to the Purchase Agreement, and any such adjustments may be material.

Table of Contents

Although the unaudited pro forma condensed combined financial information included in this prospectus supplement includes sensitivity analyses that are intended to assist you in quantifying the impact of changes in the assumed market price of our Common Shares, the assumed dividend rate on the Convertible Mandatory Preference Shares and the assumed interest rate on the Debt Financing on that pro forma information, those sensitivity analyses do not address any changes in the size of the respective Financing Transactions and therefore may not be adequate to allow you to quantify the impact of all of the changes that may occur in the terms of the Financing Transactions.

If the Debt Financing is completed and we do not complete the Acquisition on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will be required to redeem any debt borrowed in the Debt Financing. We may not have the financial resources necessary to effect such redemption. It is possible that our failure to complete the Acquisition, or the expenditure of our funds to redeem any debt borrowed in the Debt Financing may have an adverse effect on the market price of our Common Shares.

We may not be able to complete the Acquisition on or prior to December 20, 2013, if at all. Our ability to complete the Acquisition is subject to various closing conditions, some of which are beyond our control. If the Debt Financing is completed but the Acquisition is not completed on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will be required to redeem all of the debt borrowed in the Debt Financing at a redemption price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest to the redemption date.

We are not required to deposit the proceeds from the Debt Financing into an escrow account pending completion of the Acquisition and we will not grant any security interest or other lien on those proceeds to secure payment of any debt borrowed in the Debt Financing. Our ability to pay the mandatory redemption price to holders of any debt borrowed in the Debt Financing may be limited by our financial resources at the time and the terms of our debt instruments or other instruments and agreements and it is possible that we will not have sufficient financial resources available to satisfy our obligation, if any, to effect such redemption. This could be the case, for example, if we or any of our subsidiaries commence a case for bankruptcy or reorganization, or such a case is commenced against us or one of our subsidiaries, before the date on which we are required to effect any such mandatory redemption. Any failure to pay the mandatory redemption price of any debt borrowed in the Debt Financing as and when required could have a material adverse effect on our business, results of operations and financial condition and the market price of our securities, including the Common Shares.

If the Acquisition is not completed or an Acquisition Termination Event occurs, we will not have any obligation to offer to repurchase the Common Shares sold in this offering. It is possible that our failure to complete the Acquisition, or the expenditure of our funds to redeem any debt borrowed in the Debt Financing, may have an adverse effect on the market price of our Common Shares.

If the Mandatory Convertible Preference Shares Offering is completed and we do not complete the Acquisition on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will have the option to redeem the Mandatory Convertible Preference Shares.

If the Mandatory Convertible Preference Shares Offering is completed and we do not complete the Acquisition on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will be entitled, but not required, to redeem the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment. We may satisfy the redemption price by delivering cash, Common Shares or any combination thereof. It is possible that our failure to complete the Acquisition or, if we exercise our option to redeem the Mandatory Convertible Preference Shares as described in the preceding sentence, our expenditure of funds or delivery of Common Shares to satisfy the redemption price thereof may have an adverse effect on the market price of our Common Shares.

Table of Contents

The proceeds of this offering will not be deposited into an escrow account pending any redemption of the Mandatory Convertible Preference Shares. Our ability to pay the redemption price to holders of the Mandatory Convertible Preference Shares in connection with an acquisition termination redemption may be limited by our then-existing financial resources, and sufficient funds may not be available when necessary to make any required purchases of the Mandatory Convertible Preference Shares.

The amount of our indebtedness could adversely affect our business.

Our earnings were insufficient to cover our fixed charges (as those terms are defined below under Ratio of Earnings to Fixed Charges included in this prospectus supplement) for fiscal years 2008 and 2009. On a pro forma basis in accordance with the assumptions set forth under

Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement, the combined company's ratios of earnings to fixed charges would have been 3.03 and 2.00 for the three months ended March 31, 2013, and fiscal year 2012, respectively, and the ratios of earnings to fixed charges of the combined company with its Weyerhaeuser Real Estate Company and other related subsidiaries accounted for on the equity method, but excluding the undistributed earnings of those subsidiaries, would have been 3.00 and 1.75 for the three months ended March 31, 2013, and fiscal year 2012, respectively. On the same pro forma basis and subject to the same assumptions, the combined company's ratios of earnings to fixed charges and preference share dividends would have been 2.74 and 1.85 for the three months ended March 31, 2013, and fiscal year 2012, respectively, and the ratios of earnings to fixed charges and preference share dividends of the combined company with its Weyerhaeuser Real Estate Company and other related subsidiaries accounted for on the equity method, but excluding the undistributed earnings of those subsidiaries, would have been 2.71 and 1.61 for the three months ended March 31, 2013, and fiscal year 2012, respectively. See Ratios of Earnings to Fixed Charges included in this prospectus supplement.

The incurrence of borrowings in the Debt Financing and the issuance of the Mandatory Convertible Preference Shares pursuant to the Mandatory Convertible Preference Shares Offering, in each case if completed, will increase our annual cash obligations by approximately \$77 million, calculated on a pro forma basis as described in the preceding paragraph. If we are unable to generate sufficient cash to repay or to refinance our debt as it comes due or to pay cash dividends on our Mandatory Convertible Preference Shares, this would have a material adverse effect on our business and the market price of our Common Shares, our Mandatory Convertible Preference Shares and our debt securities.

As at March 31, 2013, we had a total of approximately \$4.1 billion of outstanding indebtedness, including long-term debt and short-term debt. As at March 31, 2013, on a pro forma basis in accordance with the assumptions set forth under Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement, we would have had a total of approximately \$5.4 billion of outstanding indebtedness, including long-term debt and short-term debt. We also have and, following the Transactions, expect to have the ability to incur a substantial amount of additional indebtedness, including under our \$1.0 billion bank credit facility. In addition, after the closing of Acquisition, we may replenish our available cash or repay any revolving credit borrowings made in connection with the Acquisition with the proceeds of additional permanent debt financing. As a result, Weyerhaeuser Company and its subsidiaries could, in the future, incur indebtedness and enter into transactions that could negatively affect the market value of our Common Shares, our Mandatory Convertible Preference Shares and our debt securities.

Our leverage could have important consequences to purchasers in this offering and the Mandatory Convertible Preference Shares Offering and the lenders in the Debt Financing, including the following:

we may be required to dedicate a substantial portion of our available cash to payments of principal of and interest on our indebtedness;

our ability to access credit markets on terms we deem acceptable may be impaired; and

our leverage may limit our flexibility to adjust to changing market conditions.

S-31

Table of Contents

Risks Related to Ownership of Our Common Shares

The price of our Common Shares may be volatile.

The market price of our Common Shares may be influenced by many factors, some of which are beyond our control, including those described above in this Risk Factors section and the following:

actual or anticipated fluctuations in our operating results or our competitors' operating results;

announcements by us or our competitors of new products, capacity changes, significant contracts, acquisitions or strategic investments;

our growth rate and our competitors' growth rates;

the financial market and general economic conditions;

changes in stock market analyst recommendations regarding us, our competitors or the forest products industry generally, or lack of analyst coverage of our Common Shares;

sales of our Common Shares by our executive officers, directors and significant stockholders or sales of substantial amounts of our Common Shares;

redemption of the Mandatory Convertible Preference Shares if the Acquisition does not occur or an Acquisition Termination Event Occurs;

payment of dividends on our Mandatory Convertible Preference Shares by delivery of Common Shares;

changes in accounting principles; and

changes in tax laws and regulations.

In addition, there has been significant volatility in the market price and trading volume of securities of companies operating in the forest products industry that often has been unrelated to the operating performance of particular companies.

Some companies that have had volatile market prices for their securities have had securities litigation brought against them. If litigation of this type is brought against us, it could result in substantial costs and would divert management's attention and resources.

In addition, fluctuations in yield rates in particular may give rise to arbitrage opportunities based upon changes in the relative values of our Mandatory Convertible Preference Shares and our Common Shares. Any such arbitrage could, in turn, affect the market prices of our Common Shares and our Mandatory Convertible Preference Shares.

Sales of substantial amounts of our Common Shares in the public market, or the perception that these sales may occur, could cause the market price of our Common Shares to decline.

Sales of substantial amounts of our Common Shares in the public market, or the perception that these sales may occur, or the conversion of our Mandatory Convertible Preference Shares or the payment of dividends on the Mandatory Convertible Preference Shares in the form of Common Shares, or the perception that such conversions or dividends could occur, could cause the market price of our Common Shares to decline. This could also impair our ability to raise additional capital through the sale of our equity securities.

If securities or industry analysts do not publish research or continue to publish or publish inaccurate or unfavorable research about our business, the price and trading volume of our Common Shares could decline.

The trading market for our Common Shares depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us cease coverage or

Table of Contents

fail to publish reports on us regularly we could lose visibility in the financial markets, which in turn could cause the price or trading volume of our Common Shares to decline. Moreover, if one or more of the analysts who cover us downgrades our Common Shares or publishes inaccurate or unfavorable research about our business, the price of our Common Shares would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our Common Shares could decrease, which could cause the price and trading volume of our Common Shares to decline.

Anti-takeover provisions in our charter documents and provisions of Washington law might discourage, delay or prevent change in control of our company and may result in an entrenchment of management and diminish the value of our Common Shares.

Our Articles of Incorporation and Bylaws and certain provisions of Washington law contain provisions that make it difficult for our shareholders to change the composition of our Board of Directors, preventing them from changing the composition of management. In addition, the same provisions may discourage, delay or prevent a merger or acquisition that our shareholders may consider favorable.

These provisions, contained in our Articles of Incorporation and Bylaws, among other things:

prohibit cumulative voting in the election of directors;

authorize the issuance by our Board of Directors of blank check preferred stock, the terms of which may be established and the shares of which may be issued without shareholder approval, and which may include super-majority voting, special approval, dividend or other rights or preferences superior to the rights of the holders of our Common Shares;

require the written request of at least 25% of the outstanding voting stock to call special meetings of shareholders;

establish advance notice requirements for shareholder nominations for elections to our Board of Directors or for proposing matters that can be acted upon by shareholders at shareholder meetings; and

restrict ownership of any class or series of our capital stock to less than 9.9% (in number of shares or value) of the outstanding shares of such class or series unless a greater percentage is approved by our Board of Directors in their sole discretion.

These provisions contained in Washington law, among other things:

require the approval of two-thirds of the voting group comprising all of the votes entitled to be cast, and of each other voting group entitled to vote as a separate class, to adopt a plan of merger or share exchange;

prohibit shareholder action by written consent, requiring all shareholder actions to be taken at a meeting of our shareholders; and

provide that if a person or persons (an acquiring person) beneficially acquires 10% or more of our outstanding voting shares, we may not enter into a significant business transaction with the acquiring person or an affiliate or associate of the acquiring person for a

Edgar Filing: WEYERHAEUSER CO - Form 424B5

period of five years, unless it is approved (i) by a majority of our Board of Directors prior to the acquisition of such shares by the acquiring person or (ii) after the acquiring person's acquisition of such shares, by a majority of our Board of Directors and by two-thirds of our outstanding voting shares.

Washington law further provides that, except for transactions approved as described above, we may not engage at any time in a merger, share exchange or consolidation with an acquiring person or its affiliate or associate, or liquidate or dissolve pursuant to an agreement with an acquiring person, unless either (i) the aggregate consideration received by our shareholders is at least equal to the market value of our shares at certain defined points in time and the consideration is paid promptly in cash to the shareholders or (ii) the transaction is approved no earlier than five years after the acquisition of 10% or more of our voting stock by the acquiring

S-33

Table of Contents

person by the votes of a majority of shareholders entitled to be counted within each voting group of shareholders entitled to vote separately on the transaction with any shares owned by the acquiring person not allowed to be voted. A significant business transaction includes: (a) a merger, share exchange or consolidation with the acquiring person; (b) a sale, lease, exchange, mortgage, pledge, transfer, or other disposition or encumbrance, whether in one transaction or a series of transactions, to or with such acquiring person of assets having an aggregate market value equal to 5% or more of (i) the aggregate market value of our assets on a consolidated basis, (ii) the aggregate market value of our outstanding shares on a consolidated basis, or (iii) our earning power or net income on a consolidated basis; (c) the termination of 5% or more of our employees or those of our subsidiaries that are employed in the State of Washington, whether at one time or over a period of five years as a result of the acquiring person's acquisition of 10% or more of our shares; (d) our liquidation or dissolution pursuant to an agreement with an acquiring person; or (e) a reclassification of our securities, or any reverse shares split or recapitalization, or a merger or consolidation with one of our subsidiaries pursuant to an agreement with an acquiring person that has the effect, directly or indirectly, of increasing the proportionate ownership by the acquiring person of outstanding shares of a class or series of voting shares or securities convertible into voting shares of our company or our subsidiaries.

These provisions in our Articles of Incorporation and Bylaws, as well as Washington law, could substantially impede the ability of the holders of our Common Shares to benefit from a change in control and, as a result, could materially adversely affect the market price of our Common Shares and our Mandatory Convertible Preference Shares and your ability to realize any potential change-in-control premium.

Our Common Shares will rank junior to the Mandatory Convertible Preference Shares with respect to dividends and amounts payable in the event of our liquidation.

Our Common Shares will rank junior to the Mandatory Convertible Preference Shares with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding-up. This means that, unless full cumulative dividends have been paid or set aside for payment on all outstanding Mandatory Convertible Preference Shares for all past dividend periods and the then-current dividend period, no dividends may be declared or paid on our Common Shares. Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding-up, no distribution of our assets may be made to holders of our Common Shares until we have paid to holders of the Mandatory Convertible Preference Shares a liquidation preference equal to \$50.00 per share plus accrued and unpaid dividends.

Table of Contents**USE OF PROCEEDS**

We estimate that the net proceeds received by us from the sale of the Common Shares in this offering will be approximately \$768 million (or approximately \$884 million if the underwriters exercise their option to purchase additional Common Shares in full), in each case based on the assumed public offering price per Common Share set forth below and, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. We intend to use the net proceeds of this offering and, if completed, the other Financing Transactions, together with cash on hand, to finance the Acquisition, to repay the Longview Existing Debt and to pay related fees and expenses.

This offering is not contingent on the completion of the Acquisition. In the event that the Acquisition is not completed, we will not have any obligation to offer to repurchase the Common Shares sold in this offering. If the Acquisition does not occur, we will use the net proceeds of this offering for general corporate purposes, which may include strategic investments and acquisitions. Pending application of the net proceeds of this offering for the foregoing purposes, we expect to invest such net proceeds in high-quality, short-term debt securities.

If the Mandatory Convertible Preference Shares Offering is completed but the Acquisition is not completed on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will have the option to redeem, in whole but not in part, the Mandatory Convertible Preference Shares at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment. If the Debt Financing is completed but the Acquisition is not completed on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we will be required to redeem all of the debt borrowed in the Debt Financing at a redemption price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest to the redemption date.

The following table outlines the sources and uses of funds for the Transactions. The table assumes that the Acquisition, the repayment of the Longview Existing Debt and the Financing Transactions are completed simultaneously, although the Financing Transactions are expected to occur before completion of the Acquisition, and we expect to repay the Longview Existing Debt within 90 days after the closing of the Acquisition. The table also assumes that we complete the Transactions on the terms and in accordance with the assumptions set forth under Unaudited Pro Forma Condensed Combined Financial Information .

All of the amounts in the following table are estimated. The actual amount of net proceeds from this offering will likely be different from the amount reflected in the following table, and other actual amounts may vary from the estimated amounts set forth in the following table.

Sources of funds	(Dollars in millions)		Uses of funds
Cash	\$ 335	Acquisition consideration	\$ 1,597
Common Shares Offering, net of discounts, commissions and expenses	768	Repayment of Longview Existing Debt and accrued interest	1,178
Mandatory Convertible Preference Shares Offering, net of discounts, commissions and expenses	485	Debt Financing Fees	37
Debt Financing	1,225	Other transaction expenses	1
Total sources of funds	\$ 2,813	Total uses of funds	\$ 2,813

For more information, see Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement.

S-35

Table of Contents

The estimated net proceeds from this offering reflected in the first paragraph of this section "Use of Proceeds" and the foregoing table have been calculated by assuming a public offering price of \$28.29 per Common Share, which is equal to the last reported sale price of the Common Shares on the New York Stock Exchange on June 14, 2013. A \$1.00 increase (decrease) in the public offering price of the Common Shares would increase (decrease) the estimated net proceeds received by us from this offering by approximately \$27 million (or approximately \$31 million if the underwriters' option to purchase additional Common Shares is exercised in full), after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.

The estimated net proceeds from the Mandatory Convertible Preference Shares Offering have been calculated by assuming a public offering price of \$50.00 per Mandatory Convertible Preference Share.

To the extent that the aggregate net proceeds from this offering and the Mandatory Convertible Preference Shares Offering are less than the aggregate amount assumed in the following table (whether due to a change in the respective public offering prices or number of shares issued or sold), we intend to increase the amount of debt borrowed in the Debt Financing or the amount of available cash applied to effect the Acquisition by a similar amount. We intend to use the net proceeds of this offering, and, if completed, the Mandatory Convertible Preference Shares Offering and the Debt Financing, together with cash on hand, to finance the Acquisition, to repay the Longview Existing Debt and to pay related fees and expenses. However, if any of the Financing Transactions is not completed or the aggregate net proceeds from the Financing Transactions are less than the amount we have assumed for purposes of the following table, we may be required to obtain additional financing or adjust the amount of available cash applied to effect the Acquisition.

Table of Contents

CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and our consolidated capitalization as at March 31, 2013:

on an actual basis;

on an as adjusted basis, after giving effect to this offering (but not the use of proceeds therefrom);

on an as further adjusted basis to also give effect to the Mandatory Convertible Preference Shares Offering (but not the use of proceeds therefrom);

on an as further adjusted basis to also give effect to the Debt Financing (but not the use of proceeds therefrom);

on an as further adjusted basis to also give effect to the Acquisition, the payment of related fees and expenses and the application of a portion of the net proceeds of the Financing Transactions and available cash for those purposes; and

on an as further adjusted basis to also give effect to the repayment of the Longview Existing Debt and the application of a portion of the net proceeds from the Financing Transactions and available cash for such purpose.

The as adjusted data in the following table assumes that the applicable transactions had been completed as of March 31, 2013, on the terms and in accordance with the assumptions set forth under "Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement. You should read the following information in conjunction with the sections entitled "Risk Factors" and "Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K for the year ended December 31, 2012, and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, each incorporated by reference in this prospectus supplement, and the consolidated financial statements of Weyerhaeuser and Longview and the related notes incorporated by reference into this prospectus supplement.

Table of Contents

		As at March 31, 2013					
			As Further Adjusted for the Mandatory Convertible Preference Shares Offering	As Further Adjusted for the Debt Financing	As Further Adjusted for the Acquisition	As Further Adjusted for the Repayment of Longview Existing Debt	
	Actual	As Adjusted for this Offering	(In millions, except share and per share amounts)				
Forest Products:							
Cash and cash equivalents	\$ 635	\$ 1,403	\$ 1,888	\$ 3,076	\$ 1,478	\$ 300	
Real Estate:							
Cash and cash equivalents	\$ 4	\$ 4	\$ 4	\$ 4	\$ 4	\$ 4	
Forest Products Debt:							
Debt Financing	\$	\$	\$	\$ 1,225	\$ 1,225	\$ 1,225	
Longview Existing Debt					1,140		
\$1.0 billion revolving credit facility							
7.25% debentures due 2013	129	129	129	129	129	129	
6.95% debentures due 2017	281	281	281	281	281	281	
7.00% debentures due 2018	62	62	62	62	62	62	
7.375% debentures due 2019	500	500	500	500	500	500	
9.00% debentures due 2021	150	150	150	150	150	150	
7.125% debentures due 2023	191	191	191	191	191	191	
8.50% debentures due 2025	300	300	300	300	300	300	
7.95% debentures due 2025	136	136	136	136	136	136	
7.70% debentures due 2026	150	150	150	150	150	150	
7.35% debentures due 2026	62	62	62	62	62	62	
7.85% debentures due 2026	100	100	100	100	100	100	
6.95% debentures due 2027	300	300	300	300	300	300	
7.375% debentures due 2032	1,250	1,250	1,250	1,250	1,250	1,250	
6.875% debentures due 2033	275	275	275	275	275	275	
Industrial revenue bonds, rates from 6.7% to 6.8%, due 2022	88	88	88	88	88	88	
Medium-term notes, rates from 6.6% to 7.3%, due 2013	56	56	56	56	56	56	
Other debt	1	1	1	1	1	1	
Total Forest Products debt	4,031	4,031	4,031	5,256	6,396	5,256	
Real Estate debt	109	109	109	109	109	109	
Total debt	\$ 4,140	\$ 4,140	\$ 4,140	\$ 5,365	\$ 6,505	\$ 5,365	
Equity:							
Common shares	683	718	718	718	718	718	
Preferred shares							
Preference shares			10	10	10	10	
Other capital	4,827	5,560	6,035	6,035	6,035	6,035	
Retained earnings	264	264	264	264	263	236	
Cumulative other comprehensive loss	(1,530)	(1,530)	(1,530)	(1,530)	(1,530)	(1,530)	
Total Weyerhaeuser shareholders interest	4,244	5,012	5,497	5,497	5,496	5,469	
Noncontrolling interests	32	32	32	32	32	32	
Total equity	4,276	5,044	5,529	5,529	5,528	5,501	

Total capitalization	\$ 8,416	\$ 9,184	\$ 9,669	\$ 10,894	\$ 12,053	\$ 10,866
----------------------	----------	----------	----------	-----------	-----------	-----------

S-38

Table of Contents

The number of Common Shares to be outstanding after this offering, the Mandatory Convertible Preference Shares Offering, the Debt Financing, the Acquisition and the repayment of the Longview Existing Debt as reflected in the Common Shares line item above, does not include, as at March 31, 2013:

4,200,000 of our Common Shares issuable on the exercise of the underwriters' option to purchase additional Common Shares in this offering;

up to _____ of our Common Shares (up to _____ Common Shares if the underwriters in the Mandatory Convertible Preference Shares Offering exercise their option to purchase additional Mandatory Convertible Preference Shares in full), in each case subject to anti-dilution, make-whole and other adjustments, that would be issuable upon conversion of Mandatory Convertible Preference Shares issued in the Mandatory Convertible Preference Shares Offering;

an aggregate of approximately 21,006,727 of our Common Shares issuable pursuant to outstanding employee stock options;

outstanding performance share units issuable into a maximum of 1,215,067 of our Common Shares;

outstanding restricted stock units issuable into a maximum of 1,713,102 of our Common Shares; and

8,998,904 additional Common Shares available for grant under our equity compensation plans.

The information contained in the above table assumes that (1) the option we have granted to the underwriters in this offering to purchase additional Common Shares and the option we have granted to the underwriters in the Mandatory Convertible Preference Shares Offering to purchase additional Mandatory Convertible Preference Shares are not exercised, (2) the Mandatory Convertible Preference Shares will not be redeemed if the Acquisition is not completed and (3) we elect to pay any and all dividends with respect to the Mandatory Convertible Preference Shares in cash.

Table of Contents**PRICE RANGE OF COMMON SHARES AND DIVIDEND POLICY**

Our Common Shares trade on the New York Stock Exchange under the symbol WY. Our Common Shares also trade on the Chicago Stock Exchange. The following table sets forth, for the periods indicated, the high and low last sale prices per Common Share as reported on the New York Stock Exchange and dividends paid per share.

	High	Low	Quarterly Cash Dividend Per Common Share
Fiscal year ended December 31, 2011			
First quarter	\$ 25.20	\$ 19.55	\$ 0.15
Second quarter	\$ 25.14	\$ 20.01	\$ 0.15
Third quarter	\$ 22.57	\$ 15.55	\$ 0.15
Fourth quarter	\$ 18.88	\$ 15.25	\$ 0.15
Fiscal year ended December 31, 2012			
First quarter	\$ 22.28	\$ 18.78	\$ 0.15
Second quarter	\$ 22.36	\$ 18.69	\$ 0.15
Third quarter	\$ 27.15	\$ 22.16	\$ 0.15
Fourth quarter	\$ 28.52	\$ 24.99	\$ 0.17
Fiscal year ending December 31, 2013			
First quarter	\$ 31.50	\$ 28.78	\$ 0.17
Second quarter (through June 14, 2013)	\$ 27.79	\$ 32.60	\$ 0.20

On June 14, 2013, the last reported sale price of our Common Shares on the New York Stock Exchange was \$28.29 per share. As at June 3, 2013, there were 547.67 million Common Shares issued and outstanding.

On June 16, 2013, we announced our intention to, in conjunction with, and subject to the completion of, the Acquisition, increase our quarterly dividend from \$0.20 per Common Share to \$0.22 per Common Share beginning with the third quarter dividend payable in September 2013. However, because dividend decisions are in the sole discretion of our Board of Directors and depend on a number of factors, some of which are outside of our control, we cannot assure you that a dividend increase will occur even if the Acquisition is completed. Any decision by our Board of Directors to increase the dividend, as well as the future payment of dividends and the amount of such dividends, will depend on our results of operations, financial condition, capital requirements and other factors deemed relevant by our Board of Directors. See Risk Factors Risks Relating to Our Industries and Business REIT Status and Tax Implications Our cash dividends on our Common Shares are not guaranteed and may fluctuate included in this prospectus supplement. Common Share dividends have exceeded our target ratio in recent years, although we cannot guarantee that this will continue in the future.

Table of Contents

THE TRANSACTIONS

The following is a description of some of the terms of the Transactions, the Purchase Agreement and certain related documents. A copy of the Purchase Agreement is included as an exhibit to our Current Report on Form 8-K filed with the SEC on June 17, 2013, which is incorporated by reference in this prospectus supplement. The following description of some of the terms of the Purchase Agreement and the transactions contemplated thereby does not purport to be a complete description and is qualified in its entirety by reference to such exhibits. For a description of our existing credit facility and senior notes and other indebtedness that will remain outstanding whether or not the Acquisition is completed, see Weyerhaeuser's Annual Report on Form 10-K for the year ended December 31, 2012, incorporated by reference in this prospectus supplement, and the consolidated financial statements of Weyerhaeuser and the related notes incorporated by reference in this prospectus supplement and the accompanying prospectus. For a description of the Longview Existing Debt, see Description of Indebtedness and Obligations included in this prospectus supplement.

Overview

On June 14, 2013, we entered into the Purchase Agreement and other related agreements to acquire, with cash, all of the equity interests in Longview Timber for an aggregate purchase price of \$2.65 billion (which amount includes the assumption of the Longview Existing Debt). Longview Timber is a privately-held Delaware limited liability company engaged in the ownership and management of approximately 645,000 acres of timberlands primarily in Oregon and Washington, composed primarily of softwoods, and principally produces logs for sale from its timberlands. Longview maintains an ongoing intensive reforestation program, with substantially more trees planted per acre annually than required by state law.

The Financing Transactions are expected to occur in connection with, but prior to, the Acquisition. We intend to use the net proceeds from this offering and, if completed, the Mandatory Convertible Preference Shares Offering and the Debt Financing, together with available cash, to finance the Acquisition, to repay the Longview Existing Debt and to pay related transaction fees and expenses. See Use of Proceeds included in this prospectus supplement.

This offering is not contingent on completion of the Acquisition. If the Acquisition is not completed on or before December 20, 2013, or if an Acquisition Termination Event occurs, (1) if the Mandatory Convertible Preference Shares Offering is completed, we will have the option to redeem the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment, and (2) if the Debt Financing is completed, we will be required to redeem all of the debt borrowed in the Debt Financing at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest. However, we will not be required to offer to repurchase the Common Shares sold in this offering if the Acquisition is not completed or if an Acquisition Termination Event occurs. See Risk Factors Risks Relating to Our Pending Acquisition of Longview included in this prospectus supplement.

Purchase Agreement

On June 14, 2013, we entered into the Purchase Agreement with Longview Holdings and the Sellers. Pursuant to the Purchase Agreement and other related agreements, we will acquire, with cash, all of the equity interests in Longview Timber for an aggregate purchase price of \$2.65 billion (which amount includes the assumption of the Longview Existing Debt). The aggregate purchase price is subject to adjustment based on Longview's net working capital and net cash at closing in accordance with the terms of the Purchase Agreement. The closing of the Acquisition is subject to the receipt of certain third party consents and the satisfaction or waiver of various customary closing conditions. The Purchase

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Agreement contains customary representations and warranties of the parties, and covenants to, among other things, cooperate to obtain a waiver from the lenders under the Longview Existing Debt waiving certain terms of Longview's existing senior secured credit agreement governing the Longview Existing Debt in connection with the Acquisition. The Purchase Agreement also contains covenants obligating Longview Holdings and the Sellers to, among other things, cooperate with our

S-41

Table of Contents

efforts to obtain financing and to conduct Longview's business in the ordinary course until the closing of the Acquisition. The parties have agreed to indemnify each other for breaches of representations, warranties and covenants. Subject to certain exceptions, the Sellers' aggregate liability under the Purchase Agreement with respect to such indemnification obligations is capped at \$175 million.

The Purchase Agreement contains certain termination rights for the parties, including, among others, the right to terminate if the Acquisition is not completed by September 12, 2013 (subject to extension to December 11, 2013 in certain limited circumstances) (the "Drop Dead Date").

The Purchase Agreement provides that, unless we and the Sellers agree otherwise, we will complete the Acquisition on the later of (i) the day which is three business days after the last of the conditions to completion of the Acquisition set forth in the Purchase Agreement is satisfied or, when permissible, waived, and (ii) July 1, 2013, but in any event not later than the Drop Dead Date.

Our Board of Directors has approved the Acquisition and the Purchase Agreement. Neither the Purchase Agreement nor the Acquisition is subject to the approval of our shareholders.

The foregoing description of the Purchase Agreement is a general description only, does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, which we filed with the SEC on June 17, 2013, as Exhibit 2.1 to a Current Report on Form 8-K, and incorporated into such report by reference. The Purchase Agreement has been incorporated by reference into our June 17, 2013 Current Report on Form 8-K and this prospectus supplement to provide investors with information regarding the terms of the Acquisition and is not intended to provide any factual information about us, Longview or their respective subsidiaries or affiliates. The Purchase Agreement contains representations and warranties that the parties made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contracts between the parties to the Purchase Agreement and may be subject to important qualifications and limitations agreed by the parties in connection with negotiating the terms of the contracts. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to a contractual standard of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. For the foregoing reasons, investors should not rely on the representations and warranties as statements of factual information. The representations and warranties in the Purchase Agreement and the description of them in this prospectus supplement should not be read alone but instead should be read in conjunction with the other information contained in our reports, statements and filings publicly filed with the SEC. Such information can be found elsewhere in this prospectus supplement and the accompanying prospectus and in the public filings we make with the SEC, as described in the sections entitled "Incorporation by Reference" included in this prospectus supplement and "Where You Can Find More Information" in the accompanying prospectus.

The Financing Transactions

We are engaging in the Financing Transactions in order to finance the purchase price of the Acquisition, repay the Longview Existing Debt and to pay related fees and expenses. This offering and the Mandatory Convertible Preference Shares Offering are being made substantially concurrently and each is being made pursuant to a separate prospectus supplement. The Debt Financing is expected to be made pursuant to separate documentation subsequent to this offering and the Mandatory Convertible Preference Shares Offering. None of the Financing Transactions is contingent upon completion of either of the other Financing Transactions and we cannot assure you that (1) we will complete any or all of the Financing Transactions or (2) the actual terms of any Financing Transaction that we complete will not differ, perhaps substantially, from the terms contemplated by this prospectus supplement. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any securities being offered or any debt being sold or placed in the other Financing Transactions.

Table of Contents

Mandatory Convertible Preference Shares Offering. Substantially concurrently with this offering, we are offering by separate prospectus supplement 10,000,000 of our Mandatory Convertible Preference Shares, plus up to 1,500,000 additional Mandatory Convertible Preference Shares that the underwriters of the Mandatory Convertible Preference Shares Offering have the option to purchase from us, at a public offering price of \$50.00 per share. If the Mandatory Convertible Preference Shares Offering is completed but the Acquisition is not completed on or prior to December 20, 2013, or if an Acquisition Termination Event occurs, we have the option to redeem the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per Mandatory Convertible Preference Share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment.

For additional information concerning some of the anticipated terms of the Mandatory Convertible Preference Shares, see Description of Indebtedness and Obligations Weyerhaeuser's Mandatory Convertible Preference Shares .

Debt Financing. Subsequent to this offering and the Mandatory Convertible Preference Shares Offering, if completed, we expect to obtain approximately \$1.225 billion of senior unsecured debt financing of Weyerhaeuser Company pursuant to the Debt Financing. Borrowings made in the Debt Financing will be the obligation of Weyerhaeuser Company and will not be guaranteed by any of its subsidiaries. We expect that the documentation for the Debt Financing, if completed, will require that we comply with covenants and will include events of default and other terms similar to those in certain of our existing debt securities or other debt instruments, as the case may be. We expect that we will be entitled to redeem or repay any debt borrowed in the Debt Financing; however, we may be required to pay a make-whole or other premium upon any such optional redemption. If the Acquisition is not completed on or before December 20, 2013, or if an Acquisition Termination Event occurs, we expect to be required to redeem all of the debt borrowed in the Debt Financing at a price equal to 101% of the principal amount, together with accrued and unpaid interest to the redemption date.

In connection with entering into the Purchase Agreement, we obtained a \$1.7 billion senior unsecured bridge loan commitment to provide financing for the Acquisition. The bridge loan commitment will be reduced on a dollar-for-dollar basis by, among other things, the net proceeds of the Financing Transactions completed prior to the completion of the Acquisition and by the aggregate principal amount of the Longview Existing Debt that is to remain outstanding following the completion of the Transactions. Although we do not expect to make any borrowings under the bridge loan commitment, there can be no assurance that such borrowings will not be made.

Borrowings under the bridge loan facility, if any, will bear interest, at Weyerhaeuser's option, at a rate equal to (a) the highest of (i) the Federal funds effective rate from time to time plus 0.50%, (ii) the rate of interest per annum from time to time published in the Money Rates section of The Wall Street Journal as being the Prime Lending Rate or, if more than one rate is published as the Prime Lending Rate, then the highest of such rates and (iii) the one month Adjusted LIBO Rate plus 1.00% in each case plus a margin that varies from 0.50% to 2.50% per annum, according to our senior unsecured long-term debt ratings as determined from time to time by S&P and Moody's and the period of time for which the borrowings have been outstanding, or (b) the Adjusted LIBO Rate plus a margin that varies from 1.50% to 3.50% per annum, according to our senior unsecured long-term debt ratings and the period of time for which the borrowings have been outstanding. For these purposes, the Adjusted LIBO Rate is the rate (adjusted for any statutory reserve requirements for eurocurrency liabilities) for eurodollar deposits in the London interbank market for a period equal to the applicable interest period appearing on Page LIBOR01 of the Reuters screen. We will pay a ticking fee on the bridge loan commitment of each lender at a rate per annum that varies from 0.175% to 0.325%, according to our senior unsecured long-term debt ratings. Such ticking fees shall accrue commencing on the 30th day following the date of the bridge loan commitment until the date of execution of the credit agreement for the bridge loan facility or the termination of the bridge loan commitment. Commencing on the date that is the later of the execution of the credit agreement for the bridge loan facility and the 30th day following the date of the bridge loan commitment and continuing until the date of funding of the loan under the bridge loan facility, we will pay a commitment fee on the bridge loan commitment of each lender at a rate per annum equal to that of the ticking fee described above. On each of the 90th, 180th

Table of Contents

and 270th days after the date of the borrowings under the bridge loan facility, if any, we will pay a duration fee of (i) on such 90th day, 50 basis points on the outstanding amount of the bridge loan, (ii) on such 180th day, 75 basis points on the outstanding amount of the bridge loan and (iii) on such 270th day, 100 basis points on the outstanding amount of the bridge loan.

The loan under the bridge loan facility, if any, will be made in a single drawing on the funding date and will mature and be payable in full on the date that is 364 days after the funding date.

The bridge loan commitment will terminate upon the earliest to occur of (i) the execution and delivery of the bridge loan facility documentation, (ii) the Commitment Termination Date (as defined below), if the applicable bridge loan facility documentation shall not have been executed and delivered by all parties thereto and (iii) the date of public announcement by Weyerhaeuser of the abandonment of the Acquisition or termination of Weyerhaeuser or its applicable subsidiary's obligations under the Purchase Agreement to complete the Acquisition. The credit agreement in respect of the bridge loan facility, if any, is expected to contain certain customary conditions to funding. For the purposes hereof, "Commitment Termination Date" means the date that is 90 days from the date of the Purchase Agreement; provided, however, that if the "Drop Dead Date" (as defined in the Purchase Agreement) is extended to the date that is 180 days from the date of the Purchase Agreement pursuant to the definition thereof in such Purchase Agreement, the Commitment Termination Date shall be, upon written notice of any such extension to the arranger of the bridge loan facility from Weyerhaeuser, automatically extended for such period; provided further that the Commitment Termination Date shall not in any event be later than the date that is 180 days following June 17, 2013.

After the closing of the Acquisition, we may replenish our available cash or repay any revolving credit borrowings made in connection with the Acquisition with the proceeds of additional permanent debt financing.

Longview Existing Debt to be Outstanding after the Acquisition

As at March 31, 2013, the Longview Existing Debt was comprised of approximately \$1.07 billion aggregate principal amount of fixed and floating rate notes. An aggregate principal amount of approximately \$453 million of debt under the Longview Existing Debt matures on July 2, 2013. For additional information about the Longview Existing Debt, see "Description of Indebtedness and Obligations" included in this prospectus supplement.

We will seek the consent of the lenders under the Longview Existing Debt in order to permit those credit facilities to remain in place and borrowings thereunder to remain outstanding following the Acquisition, if completed. See "Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement.

We expect that an aggregate principal amount of approximately \$1.07 billion of indebtedness will remain outstanding under the Longview Existing Debt following the completion of the Transactions. If the Acquisition is completed, we expect to use a combination of the net proceeds from the Financing Transactions and available cash to repay (1) the portion of the Longview Existing Debt maturing on July 2, 2013, in accordance with its terms and (2) all remaining Longview Existing Debt in its entirety within 90 days after the closing of the Acquisition. However, we cannot assure that we will repay the Longview Existing Debt within 90 days after the closing of the Acquisition or prior to its maturity.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information is based upon the historical consolidated financial information of Weyerhaeuser and Longview incorporated by reference in this prospectus supplement and the accompanying prospectus and has been prepared to reflect the following:

the sale of the Common Shares offered by us in this offering, after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us;

the sale of the Mandatory Convertible Preference Shares in the Mandatory Convertible Preference Shares Offering and the debt borrowed by us in the Debt Financing, in each case, after deducting the estimated underwriting discounts and commissions and estimated expenses payable by us; and

the Acquisition, the repayment of the Longview Existing Debt and the payment of related fees and expenses.

The unaudited pro forma condensed combined balance sheet as at March 31, 2013, is presented as if this offering, the other Financing Transactions, the Acquisition, the payment of related fees and expenses and the repayment of all of the Longview Existing Debt were completed on that date. The unaudited pro forma condensed combined statements of operations data for the three months ended March 31, 2013, and the year ended December 31, 2012, assume that this offering, the other Financing Transactions, the Acquisition, the repayment of the Longview Existing Debt and the payment of related fees and expenses were each completed on January 1, 2012. The historical consolidated financial information has been adjusted to give effect to estimated pro forma events that are (1) directly attributable to this offering, the other Financing Transactions, the Acquisition, the repayment of the Longview Existing Debt and the payment of related fees, (2) factually supportable and (3) with respect to the statement of operations, expected to have a continuing impact on the combined results of operations.

The unaudited pro forma condensed combined financial information should be read in conjunction with the historical consolidated financial statements and accompanying notes of Weyerhaeuser and Longview, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

The unaudited pro forma condensed combined financial information contained in this prospectus supplement is presented for illustrative purposes only, contains a variety of adjustments, assumptions and preliminary estimates, is subject to numerous other uncertainties and does not reflect what the combined company's financial position or results of operations would have been had the Transactions been completed as of the dates assumed for purposes of that pro forma financial information nor does it reflect the financial position or results of operations of the combined company following the Acquisition. The pro forma adjustments are based on the preliminary information available at the time of the preparation of this document. For purposes of the unaudited pro forma condensed combined financial information, the estimated Acquisition consideration has been preliminarily allocated to the assets acquired and liabilities assumed based on limited information presently available to Weyerhaeuser to estimate fair values. The Acquisition consideration will be allocated among the relative fair values of the assets acquired and liabilities assumed based on their estimated fair values as of the date of the Acquisition. The final allocation is dependent upon certain valuations and other analyses that cannot be completed prior to the Acquisition and are required to make a definitive allocation. The actual amounts recorded at the completion of the Acquisition may differ materially from the information presented in the accompanying unaudited pro forma condensed combined financial information. Additionally, the unaudited pro forma condensed combined financial information does not reflect the cost of any integration activities or benefits from synergies that may be derived from any integration activities nor does it include any other items not expected to have a continuing impact on the consolidated results of operations. The unaudited pro forma condensed combined financial information has also been prepared on the assumption that the Acquisition and the Financing Transactions will be completed on the terms and in accordance with the assumptions set below. Any significant changes in the market or assumed public offering price of our Common Shares, the size of any of

S-45

Table of Contents

the Financing Transactions, the assumed dividend rate on the Mandatory Convertible Preference Shares, the assumed interest rate associated with the Debt Financing, the amount of net proceeds generated by each of the Financing Transactions or the cost of the Acquisition (whether as a result of contractual purchase price adjustments or otherwise) from those assumed for purposes of preparing the estimated pro forma financial information may cause a significant change in the estimated pro forma financial information. In addition, the pro forma adjustments for the Acquisition do not include any post-closing adjustments that may occur pursuant to the Purchase Agreement, which may include adjustments of the purchase price, and any such post-closing adjustments may be material.

Because none of the Financing Transactions is contingent upon completion of any of the other Financing Transactions, it is possible that one or more of the Financing Transactions will not be completed. In particular, it is possible that the Financing Transactions will not generate the anticipated amount of net proceeds, which may require us to obtain additional financing or adjust the amount of available cash applied in order to effect the Acquisition.

The unaudited pro forma condensed combined financial information contained in this prospectus supplement assumes that (1) the option we have granted to the underwriters in this offering to purchase additional Common Shares and the option we have granted to the underwriters in the Mandatory Convertible Preference Shares Offering to purchase additional Mandatory Convertible Preference Shares are not exercised, (2) the Mandatory Convertible Preference Shares will not be redeemed if the Acquisition is not completed and (3) we elect to pay any and all dividends with respect to the Mandatory Convertible Preference Shares in cash.

Certain amounts in the historical consolidated financial statements of Longview will be reclassified to conform to Weyerhaeuser's financial statement presentation. Management will also continue to assess Longview's accounting policies for adjustments in addition to those reflected in the pro forma condensed combined information that may be required to conform Longview's accounting policies to those of Weyerhaeuser.

This offering is not contingent upon completion of the Acquisition and we will not be required to repurchase the Common Shares sold in this offering if the Acquisition does not occur. Instead, we will use the net proceeds from this offering and the Mandatory Convertible Preference Shares Offering, if completed and not redeemed for cash, for general corporate purposes, which may include acquisitions and strategic investments. You should not place undue reliance on the pro forma and as adjusted information in deciding whether or not to purchase our Common Shares. See "Risk Factors" Risks Related to our Pending Acquisition of Longview and "Risks Related to Ownership Of Our Common Shares" in this prospectus supplement.

Table of Contents**Weyerhaeuser Company****Unaudited Pro Forma Condensed Combined Balance Sheet****As at March 31, 2013****(In millions)**

	Weyerhaeuser (Historical)	Longview (Historical)	Adjustments for this Offering	Adjustments for other Financing Transactions	Purchase Accounting Adjustments	Adjustments to Reflect Repayment of Longview Existing Debt	Pro Forma Combined
ASSETS							
Forest Products							
Current assets:							
Cash and cash equivalents	\$ 635	\$ 28	\$ 768	\$ 1,673	\$ (1,597)	\$ (1,178)	\$ 300
					(28)		
					(1)		
Receivables	693	15			(6)		702
Inventories	596	8					604
Prepaid expenses	89	1					90
Deferred tax assets	189						189
Total current assets	2,202	52	768	1,673	(1,632)	(1,178)	1,885
Property and equipment	2,785	2					2,787
Construction in progress	56						56
Timber and timberlands	3,954	1,521			1,207		6,682
Investments in and advances to equity affiliates	191	1					192
Other assets	461	4		37	(4)		498
Restricted special purpose entity assets	804						804
Real Estate assets	2,057						2,057
Total assets	\$ 12,510	\$ 1,580	\$ 768	\$ 1,710	\$ (429)	\$ (1,178)	\$ 14,961
LIABILITIES AND EQUITY							
Forest Products							
Current liabilities:							
Current maturities of long-term debt	\$ 184	\$ 453	\$	\$	\$	\$ (453)	\$ 184
Accounts payable	357	9			(11)		355
Accrued liabilities	531	14				(11)	534
Total current liabilities	1,072	476			(11)	(464)	1,073
Long-term debt	3,842	617		1,225	70	(687)	5,067
Due to related party		18			(18)		
Deferred income taxes	46						46
Deferred pension and other postretirement benefits	1,856						1,856
Other liabilities	455						455
Liabilities (nonrecourse to Weyerhaeuser) held by variable interest entities	680						680
Real Estate liabilities	283						283
Total liabilities	8,234	1,111		1,225	41	(1,151)	9,460
Equity:							
Weyerhaeuser shareholders' interest:							
Mandatory Convertible Preference Shares				10			10

Edgar Filing: WEYERHAEUSER CO - Form 424B5

Common Shares	683	35					718
Other capital	4,827	733	475				6,035
Retained earnings	264					(27)	236
					(1)		
Cumulative comprehensive loss	(1,530)						(1,530)
Members' equity		469			(469)		
Total Weyerhaeuser shareholders' interest	4,244	469	768	485	(470)	(27)	5,469
Noncontrolling interests	32						32
Total equity	4,276	469	768	485	(470)	(27)	5,501
Total liabilities and equity	\$ 12,510	\$ 1,580	\$ 768	\$ 1,710	\$ (429)	\$ (1,178)	\$ 14,961

See accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements.

S-47

Table of Contents**Weyerhaeuser Company****Unaudited Pro Forma Condensed Combined Statement of Operations****For the Three Months Ended March 31, 2013****(In millions, except per share data)**

	Weyerhaeuser (Historical)	Longview (Historical)	Adjustments for Other Financing Transactions	Purchase Accounting Adjustments	Adjustments to Reflect Repayment of Longview Existing Debt	Pro Forma Combined
Net sales and revenues	\$ 1,951	\$ 78	\$	\$ (27)	\$	\$ 2,002
Cost of products sold	1,533	63		(46)		1,550
Gross margin	418	15		19		452
Selling, general and administrative expenses	169	4				173
Research and development expenses	7					7
Charges for restructuring, closures and impairments	4					4
Other operating income, net	(18)					(18)
Operating income	256	11		19		286
Interest income and other	11					11
Interest expense, net of capitalized interest	(82)	(15)	(11)	2	13	(93)
Earnings before income taxes	185	(4)	(11)	21	13	204
Income taxes	(41)	(1)				(42)
Net earnings	144	(5)	(11)	21	13	162
Net earnings attributable to noncontrolling interests						
Net earnings attributable to Weyerhaeuser shareholders	\$ 144	\$ (5)	\$ (11)	\$ 21	\$ 13	\$ 162
Earnings per share attributable to Weyerhaeuser shareholders:						
Basic	\$ 0.26					\$ 0.27
Diluted	\$ 0.26					\$ 0.27
Weighted average shares outstanding (in thousands):						
Basic	545,234					573,234
Diluted	550,785					578,785

See accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements.

Table of Contents**Weyerhaeuser Company****Unaudited Pro Forma Condensed Combined Statement of Operations****For the Year Ended December 31, 2012****(In millions, except per share data)**

	Weyerhaeuser (Historical)	Longview (Historical)	Adjustments for Other Financing Transactions	Purchase Accounting Adjustments	Adjustments to Reflect Repayment of Longview Existing Debt	Pro Forma Combined
Net sales and revenues	\$ 7,059	\$ 245	\$	\$ (68)	\$	\$ 7,236
Cost of products sold	5,810	230		(136)		5,904
Gross margin	1,249	15		68		1,332
Selling, general and administrative expenses	630	19				649
Research and development expenses	32					32
Charges for restructuring, closures and impairments	32					32
Other operating income, net	(180)					(180)
Operating income	735	(4)		68		799
Interest income and other	52					52
Interest expense, net of capitalized interest	(348)	(60)	(44)	6	54	(393)
			(1)			
Earnings before income taxes	439	(64)	(45)	74	54	458
Income taxes	(55)	(2)				(57)
Net earnings	384	(66)	(45)	74	54	401
Net loss attributable to noncontrolling interests	1					1
Net earnings attributable to Weyerhaeuser shareholders	\$ 385	\$ (66)	\$ (45)	\$ 74	\$ 54	\$ 402
Earnings per share attributable to Weyerhaeuser shareholders:						
Basic	\$ 0.71					\$ 0.65
Diluted	\$ 0.71					\$ 0.65
Weighted average shares outstanding (in thousands):						
Basic	539,140					567,140
Diluted	542,310					570,310

See accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements.

S-49

Table of Contents**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION****1. Basis of Presentation**

On June 14, 2013, we entered into the Purchase Agreement and other related agreements to acquire, with cash, all of the equity interests in Longview Timber for an aggregate purchase price of \$2.65 billion (which amount includes the assumption of the Longview Existing Debt), and is subject to adjustment based on Longview's net working capital and net cash at closing in accordance with the terms of the Purchase Agreement. As part of this offering, Weyerhaeuser expects to issue 28,000,000 Common Shares resulting in approximately \$792 million in gross proceeds. Substantially concurrently with this offering, Weyerhaeuser expects to complete the Mandatory Convertible Preference Shares Offering resulting in approximately \$500 million of gross proceeds. Prior to the completion of the Acquisition but subsequent to this offering and the Mandatory Convertible Preference Shares Offering, Weyerhaeuser expects to complete the Debt Financing in the principal amount of \$1.225 billion.

Weyerhaeuser will account for the Acquisition as a purchase in accordance with accounting principles generally accepted in the United States. Under the purchase method, the assets and liabilities of Longview will be recorded as of the date of the Acquisition at their respective fair values.

2. Pro Forma Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet

The change in cash reflects the following assumed sources and uses of cash.

Sources of funds	(Dollars in millions)		Uses of funds
Cash	\$ 335	Acquisition consideration	\$ 1,597
Common Shares Offering, net of discounts, commissions and expenses	768	Repayment of Longview Existing Debt and accrued interest	1,178
Mandatory Convertible Preference Shares Offering, net of discounts, commissions and expenses	485	Debt Financing Fees	37
Debt Financing	1,225	Other transaction expenses	1
Total sources of funds	\$ 2,813	Total uses of funds	\$ 2,813

The estimated net proceeds from this offering has been calculated by assuming a public offering price of \$28.29 per Common Share, which is equal to the last reported sale price of the Common Shares on the New York Stock Exchange on June 14, 2013. A \$1.00 increase (decrease) in the offering price of the Common Shares would increase (decrease) the estimated net proceeds received by us from this offering by approximately \$27 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. The estimated net proceeds from the Mandatory Convertible Preference Shares Offering have been calculated by assuming a public offering price of \$50.00 per share. To the extent that the aggregate net proceeds from this offering and the Mandatory Convertible Preference Shares Offering are less than the aggregate amount assumed in the foregoing table (whether due to a change in the respective public offering prices or number of shares issued or sold), we intend to increase the amount borrowed in the Debt Financing or the amount of available cash applied to effect the Acquisition by a similar amount.

S-50

Table of Contents

The following table presents the preliminary purchase accounting adjustments to the net book value of the assets acquired and liabilities of Longview assumed based on the preliminary estimates of fair values of the assets acquired and liabilities assumed as if the Acquisition occurred at March 31, 2013.

Net cash paid	\$ 1,597
Less book value of Longview net assets	(469)
Excess purchase price to be allocated	\$ 1,128
Fair market value adjustments:	
Eliminate Longview cash	\$ (28)
Timber and timberlands	1,207
Eliminate deferred debt costs	(4)
Eliminate related party payables	23
Long-term debt	(70)
Total allocations	\$ 1,128

Purchase accounting adjustments have been reflected to eliminate the historical Longview equity balances. A purchase accounting adjustment has been reflected on the retained earnings line to include estimated other transaction expenses of \$1 million. The retained earnings line also includes a \$27 million adjustment, which reflects the estimated make-whole expense that would be incurred upon repayment of Longview Existing Debt.

No deferred income taxes have been provided on the fair market value adjustments because Longview operates as a REIT and almost all of its income will continue to be distributed to shareholders without first paying corporate level tax.

3. Pro Forma Adjustments to Unaudited Pro Forma Condensed Combined Statement of Operations

The adjustment to cost of products sold include a net reduction in combined depletion expense. Longview computed depletion rates by dividing the carrying amount of merchantable timber by the volume of merchantable timber estimated to be available by region in Oregon and Washington. Weyerhaeuser computes depletion rates by dividing the net carrying value of timber by the related volume of timber estimated to be available over the growth cycle. Further, Weyerhaeuser calculates depletion in the West in a Western depletion pool, as opposed to by region in Oregon and Washington. Conforming Longview's depletion method to Weyerhaeuser's depletion method results in a decrease in Longview's historical depletion for the periods presented. This is partially offset by an increase in Weyerhaeuser's historical depletion as a result of including the fair value basis of the Longview timber in Weyerhaeuser's Western depletion pool. Total depletion under the two depletion methods will be the same amount over the harvest cycle.

The adjustment to interest expense, net of capitalized interest, reflects the interest cost and amortization of deferred loan costs associated with the Debt Financing, elimination of amortization of losses recognized by Longview on terminated interest rate swaps, elimination of interest expense on the Longview Existing Debt being repaid by Weyerhaeuser in connection with the Acquisition, and elimination of amortization of Longview's deferred loan costs. We will also incur \$28 million of fees related to our proposed \$1.7 billion bridge loan facility that would be amortized over the one-year term of the facility. These fees are not reflected in pro forma interest expense as the loan term is one year. The interest rate assumed on the Debt Financing is 3.6%. A 0.125% increase (decrease) in the assumed interest rate on the assumed Debt Financing of \$1.225 billion would result in an increase (decrease) in interest expense of \$0.4 million for the three months ended March 31, 2013, and

Edgar Filing: WEYERHAEUSER CO - Form 424B5

\$2 million for the year ended December 31, 2012. For each \$1 million increase (decrease) in the principal amount of the Debt Financing, our pro forma interest expense would increase (decrease) by \$0.009 million for the three months ended March 31, 2013, and \$0.04 million for the year ended December 31, 2012, based on the assumed interest rate of 3.6%.

For purposes of calculating pro forma condensed combined basic and diluted earnings per share, we assumed a dividend rate of 6.625% on the Mandatory Convertible Preference Shares, or \$3.13 per Mandatory Convertible Preference Share. This resulted in dividends on the Mandatory Convertible Preference Shares of \$8 million for the three months ended March 31, 2013, and \$33 million for the year ended December 31, 2012,

S-51

Table of Contents

being subtracted from net earnings attributable to Weyerhaeuser shareholders, or \$0.01 and \$0.05 per Common Share, respectively. A 0.125% increase (decrease) in the assumed dividend rate on the Mandatory Convertible Preference Shares would result in an increase (decrease) in pro forma dividend expense of \$0.02 million for the three months ended March 31, 2013, and \$0.06 million for the year ended December 31, 2012, or \$0.00 and \$0.00, respectively, on a per Common Share basis. We have assumed that the Mandatory Convertible Preference Shares are initially convertible into a maximum of approximately 17.7 million Common Shares based on an assumed initial price of \$28.29 per Common Share. A \$1.00 increase or decrease in the assumed initial price would result in a decrease or increase of 603,000 or 648,000 Common Shares, respectively, being initially issuable upon conversion of the Mandatory Convertible Preference Shares. We have assumed that none of the Mandatory Convertible Preference Shares has been converted for purposes of calculating pro forma combined diluted earnings per share because conversion would have had an antidilutive effect. We have also assumed that we elect to pay all dividends on the Mandatory Convertible Preference Shares in cash. For each \$1 million increase (decrease) in the aggregate public offering price of the Mandatory Convertible Preference Shares, our pro forma dividend would increase (decrease) by \$0.02 million and \$0.07 million for the three months ended March 31, 2013, and the year ended December 31, 2012, respectively, based on the assumed dividend rate of 6.625%.

S-52

Table of Contents**RATIOS OF EARNINGS TO FIXED CHARGES**

The following table presents the ratios of earnings to fixed charges for Weyerhaeuser Company and its consolidated subsidiaries for the periods indicated.

	Three Months Ended		Fiscal Year			
	March 31, 2013	2012	2011	2010	2009	2008
	(Dollars in millions)					
Ratio of earnings to fixed charges ⁽¹⁾	3.12	2.22	1.65	1.22		
Coverage deficiency ⁽¹⁾					\$ 711	\$ 2,620

(1) The ratio of earnings to fixed charges was computed by dividing earnings (loss) by fixed charges. Earnings (loss) consist of income (loss) from continuing operations before income taxes, extraordinary items, undistributed earnings of equity investments and fixed charges. Fixed charges consist of interest on indebtedness, amortization of debt expense and one-third of rents, which we deem representative of an interest factor. The ratios of earnings to fixed charges of Weyerhaeuser Company with its Weyerhaeuser Real Estate Company and other related subsidiaries accounted for on the equity method, but excluding the undistributed earnings of those subsidiaries, were 3.09, 1.93, 1.52 and 1.00 for the three months ended March 31, 2013, fiscal year 2012, fiscal year 2011 and fiscal year 2010, respectively. Fixed charges exceeded earnings of Weyerhaeuser Company with its Weyerhaeuser Real Estate Company and other related subsidiaries accounted for on the equity method, but excluding the undistributed earnings of those subsidiaries, by \$455 million and \$1.36 billion in fiscal years 2009 and 2008, respectively.

From January 1, 2008, through March 31, 2013, we did not have any preferred shares or preference shares outstanding and on which dividends were paid or payable. Therefore the ratios of earnings to fixed charges and preference share dividends for the periods indicated equal the ratios of earnings to fixed charges for the same periods.

On a pro forma basis in accordance with the assumptions set forth under Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement, the combined company's ratios of earnings to fixed charges and preference share dividends would have been 2.74 and 1.85 for the three months ended March 31, 2013, and fiscal year 2012, respectively, and the ratios of earnings to fixed charges and preference share dividends of the combined company with its Weyerhaeuser Real Estate Company and other related subsidiaries accounted for on the equity method, but excluding the undistributed earnings of those subsidiaries, would have been 2.71 and 1.61 for the three months ended March 31, 2013, and fiscal year 2012, respectively.

Table of Contents

DESCRIPTION OF COMMON SHARES

The following is a description of certain general terms and provisions of our Common Shares having a par value of \$1.25 per share. The following summary is not complete. It is subject to, and is qualified in its entirety by reference to, the provisions of our Articles of Incorporation and Bylaws. Those documents have been filed or incorporated by reference as exhibits to SEC filings incorporated by reference in this prospectus supplement.

The information appearing under this caption Description of Common Shares supplements and, to the extent inconsistent, replaces the information appearing in the accompanying prospectus under the captions Description of Capital Stock, Description of Common Shares and Certain Federal Income Tax Considerations. For a general description of certain terms and provisions of our preferred shares and preference shares, see Description of Preferred Shares and Description of Preference Shares in the accompanying prospectus and Description of Indebtedness and Obligations Weyerhaeuser's Mandatory Convertible Preference Shares in this prospectus supplement.

The Mandatory Convertible Preference Shares will be a series of our preference shares (as described in the accompanying prospectus under Description of Preference Shares) and will impact the rights of holders of our Common Shares. For additional information, see Risk Factors Risks Relating to Our Industries and Business REIT Status and Tax Implications. If we fail to pay scheduled dividends on the Mandatory Convertible Preference Shares in cash or Common Shares, we will be prohibited from paying dividends on our Common Shares, which may jeopardize our status as a REIT and Risk Factors Risks Related to Ownership of Our Common Shares. Our Common Shares will rank junior to the Mandatory Convertible Preference Shares with respect to dividends and amounts payable in the event of our liquidation, each included in this prospectus supplement. You should read the following description of our Common Shares in light of this information and the other information under Risk Factors in this prospectus supplement.

As used under this caption Description of Common Shares, all references to Weyerhaeuser, the Company, we, our and us mean Weyerhaeuser Company excluding its consolidated subsidiaries, unless otherwise expressly stated or the context otherwise requires.

General

The Company is authorized to issue 1,407,000,000 shares, consisting of 7,000,000 preferred shares having a par value of \$1.00 per share, 40,000,000 preference shares having a par value of \$1.00 per share and 1,360,000,000 Common Shares having a par value of \$1.25 per share. As at June 3, 2013, there were outstanding (a) 547.67 million Common Shares, (b) employee stock options and other awards to purchase an aggregate of approximately 21.75 million Common Shares, (c) no preferred shares and (d) no preference shares.

Our Common Shares will be, when issued, fully paid and nonassessable. Our Common Shares do not carry any preemptive rights enabling a holder to subscribe for or receive any additional securities that we may issue from time to time. The rights of holders of Common Shares may be adversely affected by the rights of holders of any preferred shares and any preference shares that may be issued and outstanding from time to time. Our Board of Directors, without shareholder approval, could authorize the issuance of preferred shares and preference shares with voting, conversion and other rights that could adversely affect the voting power and economic and other rights of holders of Common Shares and that could have the effect of delaying, deferring or preventing a change in control of Weyerhaeuser. Our Board of Directors also could authorize the issuance of additional Common Shares from time to time without shareholder approval. No conversion rights, redemption rights or sinking fund provisions are applicable to our Common Shares.

Dividends

The holders of our Common Shares are entitled to receive such dividends as may be declared by our Board of Directors out of funds legally available for distribution. These dividends may be paid only out of funds

S-54

Table of Contents

remaining after full cumulative dividends upon all outstanding preferred shares and preference shares have been paid or set apart for payment for all past dividend periods and the then-current dividend period.

Liquidation Rights

Upon any voluntary or involuntary liquidation of Weyerhaeuser, the holders of our Common Shares will be entitled to receive ratably, after payment of or provision for all of our debts and liabilities and payment of all sums to which holders of any preferred shares or preference shares may be entitled, all of the remaining assets of Weyerhaeuser.

Voting Rights

The holders of Common Shares currently possess voting rights on all matters submitted to our shareholders. Our Board of Directors may also specify voting rights with respect to preferred shares or preference shares that may be issued in the future. Each holder of Common Shares is entitled to one vote per share with respect to all matters. There is no cumulative voting in the election of directors, which means that the holders of a majority of the shares entitled to vote for the election of our directors can elect all of our directors then standing for election. Our Articles of Incorporation provide that our Board of Directors must consist of not fewer than nine nor more than 13 directors. The exact number of Directors is fixed from time to time by resolution adopted by our Board of Directors. Previously, our Articles of Incorporation provided that directors are divided into three classes serving staggered terms of three years each, with each class to be as nearly equal in number as possible. Our Articles of Incorporation were amended in 2010 to provide annual election of all directors. As a result, beginning at our 2011 annual meeting, the nominees for director in 2011 stood for election for one-year terms. At each of our 2012 and 2013 annual meetings, the Directors elected in 2011 and the nominees for Director in 2012 and 2013 stood for election for one-year terms. At annual meetings after 2013, all of the nominees for Director will stand for election to one-year terms. This will result in the entire Board of Directors being elected annually for one-year terms.

Ownership Limitations

Our Articles of Incorporation contain restrictions on the ownership and transfer of our Common Shares, preferred shares and preference shares, including the Mandatory Convertible Preference Shares that we contemplate issuing as part of the Financing Transactions, intended to assist us in maintaining our status as a REIT for Federal income tax purposes. Our Articles of Incorporation provide that, among other things and subject to certain exceptions, no person may own, or be deemed to own by virtue of the attribution provisions of the Code, 9.9% or more, in aggregate number of shares or value, of the outstanding shares of any class or series of Weyerhaeuser capital stock, including our Common Shares and the Mandatory Convertible Preference Shares Offering that we plan to issue as part of the Financing Transactions. Our Articles of Incorporation include other restrictions on ownership and transfer, some of which are described under "Certain Federal Income Tax Considerations" "Ownership and Transfer Restrictions" in the accompanying prospectus. In the event any transfer of shares of stock or other event would result in a person (the "Intended Transferee") beneficially or constructively owning shares in excess of the ownership limit that would result in the Company's disqualification as a REIT, that number of shares that would cause a violation of the applicable limit, referred to as the "excess shares", will be automatically transferred to a trust for the benefit of a charitable organization selected by the Board of Directors. If a transfer to a trust would not avoid a violation of the ownership limitation provisions for some reason, such transfer of the excess shares to the Intended Transferee will be null and void and of no force or effect.

Within 90 days after receiving notice of the transfer of excess shares to the charitable trust, the trustee of the trust will be required to sell the excess shares to a person or entity who could own such shares without violating the applicable ownership limitation provision. The trustee, upon a sale of these excess shares, would distribute to the Intended Transferee an amount equal to the lesser of the price paid by the Intended

Transferee for the excess

S-55

Table of Contents

shares or the net sales proceeds received by the trust for the excess shares. If the excess shares were a gift or were not a transfer for value, the trustee will distribute to the Intended Transferee an amount equal to the lesser of the fair market value of the excess shares as of the date of the automatic transfer to the trust or the sales proceeds received by the trust for the excess shares. Proceeds in excess of the amount distributable to the Intended Transferee will be distributed to the charitable beneficiary.

Excess shares of the Company held in the trust will be deemed to have been offered for sale to the Company, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in such transfer to the trust (or, in the case of a gift or other transaction not for value, the market price at the time of the gift or other transaction) and (ii) the market price on the date the Company, or its designee, accepts the offer. The Company will have the right to accept such offer until the trustee has sold the shares in the trust.

In addition, if our Board of Directors determines that a transfer or other event violates any of the restrictions on ownership or transfer in our Articles of Incorporation or if a person intends to acquire shares in violation of those restrictions, the Board of Directors may take such other action as it deems advisable to prevent such transfer or event, including causing us to redeem the shares.

These ownership limitations and transfer restrictions could have the effect of delaying, deferring or preventing a takeover or other transaction in which shareholders might receive a premium for their shares over the then prevailing market price or which shareholders might believe to be otherwise in their best interest.

Our Board of Directors may, in its sole discretion, increase the 9.9% ownership limitation referred to above with respect to one or more shareholders, subject to such terms, conditions, representations and undertakings as our Board of Directors deems appropriate. In that regard, our Board of Directors has raised the ownership limitation applicable to Capital World Investors, a division of Capital Research and Management Company, to 10.5% of our outstanding Common Shares.

Anti-takeover provisions in our Articles of Incorporation, our Bylaws and Washington Law

Our Articles of Incorporation, our Bylaws and Washington law contain provisions that may make it difficult for our shareholders to change the composition of our Board of Directors, preventing them from changing the composition of management. These provisions may discourage, delay or prevent a merger or acquisition that our shareholders may consider favorable or otherwise impede the ability of our shareholders to benefit from a change in control and, as a result, could materially adversely affect the market price of our Common Shares and Mandatory Convertible Preference Shares and your ability to realize any potential change-in-control premium. For additional information, see **Risk Factors** **Risks Related to our Common Shares** **Anti-takeover provisions in our charter documents and provisions of Washington law** might discourage, delay or prevent change in control of our company and may result in an entrenchment of management and diminish the value of our Common Shares .

Table of Contents

DESCRIPTION OF INDEBTEDNESS AND OBLIGATIONS

Weyerhaeuser's Debt

For information concerning our existing indebtedness, see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Financing in our Annual Report on Form 10-K for the year ended December 31, 2012, incorporated by reference in this prospectus supplement and notes 12 and 13 to our consolidated financial statements included in such Form 10-K. You should read this information in conjunction with (1) the sections entitled Risk Factors, Capitalization, and Unaudited Pro Forma Condensed Combined Financial Information included in this prospectus supplement, (2) Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2012, and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, each incorporated by reference in this prospectus supplement, and (3) the consolidated financial statements of Weyerhaeuser and the related notes incorporated by reference into this prospectus supplement.

We expect to borrow additional debt in the Debt Financing to finance the Acquisition. Such debt will be borrowed pursuant to separate offering or borrowing documents and not this prospectus supplement. We expect such debt to have terms consistent with our existing debt securities. However, in the event we are unable to obtain such debt financing prior to the closing of the Acquisition, we have obtained committed financing in the form of a senior unsecured bridge loan as described below.

In connection with entering into the Purchase Agreement, we obtained a \$1.7 billion bridge loan commitment to ensure financing for the Acquisition. The bridge loan commitment will be reduced on a dollar-for-dollar basis by, among other things, the net proceeds of this offering, the Mandatory Convertible Preference Shares Offering, by any Debt Financing not constituting the bridge loan, and by the aggregate principal amount of the Longview Existing Debt following the completion of the Acquisition. Although we do not expect to make any borrowings under the bridge loan commitment, there can be no assurance that such borrowings will not be made. In that regard, we may be required to borrow under the bridge loan commitment if any of the other Financing Transactions is not completed or generates significantly less net proceeds than contemplated by this prospectus supplement.

Weyerhaeuser's Mandatory Convertible Preference Shares

Concurrently with this offering of Common Shares, we are offering, by means of a separate prospectus supplement and accompanying prospectus, 10,000,000 shares (or 11,500,000 shares, if the underwriters in the Mandatory Convertible Preference Shares Offering exercise their option to purchase additional shares in full) of our % Mandatory Convertible Preference Shares, Series A, \$1.00 par value per share, which we refer to in this prospectus supplement as our Mandatory Convertible Preference Shares. The Mandatory Convertible Preference Shares will be a series of our preference shares, par value \$1.00 per share, described in the accompanying prospectus. Each Mandatory Convertible Preference Share will have a liquidation preference of \$50.00 per share plus accrued and unpaid dividends.

The Mandatory Convertible Preference Shares will be convertible into an aggregate of up to of our Common Shares (or up to of our Common Shares, if the underwriters in the Mandatory Convertible Preference Shares Offering exercise their option to purchase additional shares in full), in each case subject to anti-dilution, make-whole and other adjustments, and assuming we pay all dividends on our Mandatory Convertible Preference Shares in cash.

Edgar Filing: WEYERHAEUSER CO - Form 424B5

If we do not complete the Acquisition by December 20, 2013, or if an Acquisition Termination Event occurs, we will have the option to redeem the Mandatory Convertible Preference Shares, in whole but not in part, at a redemption price equal to the greater of \$50.50 per share plus accrued and unpaid dividends to the date of redemption and an early redemption price that includes a make-whole adjustment.

S-57

Table of Contents

The holders of the Mandatory Convertible Preference Shares will not have voting rights other than those described below, except as specifically required by Washington law.

Whenever dividends on any Mandatory Convertible Preference Shares have not been paid in the aggregate amount equivalent to at least six or more dividend payments, whether or not for consecutive dividend periods (a nonpayment), the holders of such Mandatory Convertible Preference Shares, voting together as a single class with holders of any and all other series of voting preference shares (as defined below) then outstanding, will be entitled at our next special or annual meeting of shareholders to vote for the election of a total of two additional members of our Board of Directors (the preference share directors); provided that if the election of any such preference share directors will cause us to violate the corporate governance requirements of the New York Stock Exchange (or any other exchange or automated quotation system on which our securities may be listed or quoted) we will take such action as is necessary to ensure compliance with such requirements; and provided further that our Board of Directors shall, at no time, include more than two preference share directors. In that event, we will increase the number of directors on our Board of Directors by two, and the new directors will be elected at a special meeting of holders of Mandatory Convertible Preference Shares or any other series of voting preference shares called by our president, or, if the time of vesting of these voting rights is within 90 days of the date fixed for the next annual meeting of shareholders, at such annual meeting. If a special meeting is not called by the president as required by the immediately preceding sentence within 20 days after such voting rights have been vested, the holders of at least 10% of the Mandatory Convertible Preference Shares or of any other series of voting preference shares may call such special meeting at our expense. At each subsequent annual meeting, so long as the holders of Mandatory Convertible Preference Shares continue to have such voting rights, the holders of 20% of the outstanding Mandatory Convertible Preference Shares or of other outstanding series of voting preference shares shall constitute a quorum unless applicable Washington law requires a quorum consisting of the holders of one-third of the outstanding Mandatory Convertible Preference Shares or other series of voting preference shares, in which case one-third of the outstanding Mandatory Convertible Preference Shares or other series of voting preference shares will constitute the applicable quorum.

As used above, voting preference shares means any other class or series of our preference shares upon which voting rights for the election of directors following the failure to pay dividends have been conferred and are exercisable. The term voting preference shares does not include our preferred shares, par value \$1.50 per share (preferred shares). Whether a plurality, majority or other portion of the Mandatory Convertible Preference Shares and any other voting preference shares have been voted in favor of any matter shall be determined by reference to the respective liquidation preference amounts (excluding accrued and unpaid dividends) of the Mandatory Convertible Preference Shares and such other voting preference shares voted.

If and when all accumulated and unpaid dividends have been paid in full on the Mandatory Convertible Preference Shares or declared and a sum (which may include Common Shares) sufficient for such payment shall have been set aside (a nonpayment remedy), the holders of Mandatory Convertible Preference Shares shall immediately and, without any further action by us, be divested of the foregoing voting rights, subject to the revesting of such rights in the event of each subsequent nonpayment. If such voting rights for the holders of Mandatory Convertible Preference Shares and all other holders of voting preference shares have terminated, the term of office of each preference share director so elected will terminate at such time and the number of directors on our Board of Directors shall automatically decrease by two.

Any preference share director may be removed at any time without cause by the holders of record of a majority of the Mandatory Convertible Preference Shares and any other voting preference shares then voting with respect to such removal (voting together as a class) when they have the voting rights described above. In the event that a nonpayment shall have occurred and there shall not have been a nonpayment remedy, any vacancy in the office of a preference share director (other than prior to the initial election after a nonpayment) may be filled by the written consent of the preference share director remaining in office or, if none remains in office, by a vote of the holders of record of a majority of the outstanding Mandatory Convertible Preference Shares and any other voting preference shares then outstanding (voting together as a class) when they have the voting rights described

Table of Contents

above; provided that if the filling of any such vacancy causes us to violate the corporate governance requirements of the New York Stock Exchange (or any other exchange or automated quotation system on which our securities may be listed or quoted), we will take such action as is necessary to ensure compliance with such requirements. The preference share directors will each be entitled to one vote per director on any matter.

The Mandatory Convertible Preferred Shares will have certain other voting rights as described in the Articles or Amendment establishing the terms of the Mandatory Convertible Preference Shares.

The foregoing information concerning the Mandatory Convertible Preference Shares is not complete and is subject to, and qualified in its entirety by reference to, the provisions of the Articles of Amendment establishing the terms of the Mandatory Convertible Preference Shares, a copy of which has been or will be incorporated by reference as an exhibit into the registration statement of which this prospectus supplement and the accompanying prospectus form a part and which may be obtained as described under [Incorporation by Reference](#) . For additional information concerning the terms of our preference shares, including the Mandatory Convertible Preference Shares, and preferred shares, please see [Description of Preference Shares](#) and [Description of Preferred Shares](#) in the accompanying prospectus.

The Longview Existing Debt.

As at March 31, 2013, the Longview Existing Debt was comprised of approximately \$1.07 billion aggregate principal amount of fixed rate and floating rate notes, borrowed pursuant to a senior secured loan agreement (the [Longview Loan Agreement](#)) between Longview and one of its subsidiaries and the Metropolitan Life Insurance Company, as lender thereunder. Pursuant to the Longview Loan Agreement, the Longview Existing Debt is secured by a first-priority security interest in substantially all of Longview's assets, including its timberlands and related assets. All of the Longview Existing Debt may be prepaid at the option of Longview on any quarterly interest payment date (the 15th of January, April, July and October). However, while the floating rate notes are not subject to a prepayment premium on prepayment, the fixed rate notes are subject to a make-whole prepayment premium. An aggregate principal amount of approximately \$453 million of notes under the Longview Existing Debt matures on July 2, 2013. The remaining notes under the Longview Existing Debt mature in 2015 and 2018.

If the Acquisition is completed, we expect to repay (1) the portion of the Longview Existing Debt maturing on July 2, 2013, in accordance with its terms under the Longview Loan Agreement on that date, and (2) all remaining Longview Existing Debt within 90 days after the closing of the Acquisition. However, we cannot assure that we will repay the Longview Existing Debt within 90 days after the closing of the Acquisition or prior to its maturity.

Table of Contents

MATERIAL FEDERAL INCOME TAX CONSEQUENCES

The following describes the material Federal income tax consequences of the acquisition, ownership and disposition of our Common Shares. This discussion is not a complete discussion of all the potential tax consequences that may be relevant to you. This discussion is based upon the Code, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as in effect on the date of this prospectus supplement, and all of which are subject to change, possibly on a retroactive basis.

This discussion does not address any estate, gift, foreign, state or local taxes that may be relevant to you.

This discussion only applies to holders that hold the Common Shares as capital assets. The tax treatment of holders of the Common Shares may vary depending upon their particular situations. Certain holders, including insurance companies, tax exempt organizations, financial institutions, investors in pass-through entities, expatriates, taxpayers subject to the alternative minimum tax, broker-dealers and persons holding the Common Shares as part of a straddle, hedge, integrated transaction or conversion transaction, may be subject to special rules not discussed below. We urge you to consult your own tax advisors regarding the particular Federal income tax consequences to you of holding and disposing of Common Shares, any tax consequences that may arise under the laws of any relevant foreign, state, local, or other taxing jurisdiction or under any applicable tax treaty, as well as possible effects of changes in Federal or other tax laws.

For Federal income tax purposes, income earned through an entity that is classified as a partnership for Federal income tax purposes, regardless of where it was organized, is generally attributed to its partners. Accordingly, the Federal income tax treatment of a partner in a partnership that holds our Common Shares will generally depend on the status of the partner and the activities of the partnership. Prospective shareholders that are partnerships should consult their tax advisors concerning the Federal income tax consequences to their partners of the acquisition, ownership and disposition of our Common Shares.

Taxation and Qualification as a REIT

For a discussion of certain material Federal income tax considerations relating to our taxation and qualifications as a REIT, see "Certain Federal Income Tax Considerations" in the accompanying prospectus.

Taxation of U.S. Shareholders

This section summarizes the taxation of U.S. Shareholders with respect to our Common Shares. As used in this prospectus, the term "U.S. Shareholder" means a holder of our Common Shares that, for Federal income tax purposes:

is a citizen or resident of the United States;

Edgar Filing: WEYERHAEUSER CO - Form 424B5

is a corporation (including an entity treated as a corporation for Federal income tax purposes) created or organized in or under the laws of the United States or of any political subdivision thereof;

is an estate, the income of which is subject to Federal income taxation regardless of its source;

is a trust, if a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more United States persons have the authority to control all substantial decisions of the trust; or

is an eligible trust that may elect to be taxed as a U.S. person under applicable Treasury Regulations.

The term **non-U.S. Shareholder** means a holder of our Common Shares that is neither a partnership nor a U.S. Shareholder.

For any taxable year for which we qualify for taxation as a REIT, U.S. Shareholders will be taxed as discussed below.

S-60

Table of Contents

Distributions Generally. Distributions to U.S. Shareholders, other than capital gain dividends discussed below, will constitute dividends up to the amount of our positive current and accumulated earnings and profits and, to that extent, will be taxable to the U.S. Shareholders. These distributions are not eligible for the dividends-received deduction for corporations. Dividends received from a REIT will be subject to tax at ordinary income rates, subject to two narrow exceptions. Under the first exception, dividends received from a REIT may be treated as qualified dividend income eligible for the reduced tax rates to the extent that the REIT itself has received qualified dividend income from other corporations (such as TRSs). Under the second exception, dividends paid by a REIT in a taxable year may be treated as qualified dividend income in an amount equal to the sum of (i) the excess of the REIT's REIT taxable income for the preceding taxable year over the corporate-level Federal income tax payable by the REIT for such preceding taxable year and (ii) the excess of the REIT's income that was subject to the built-in gains tax in the preceding taxable year over the tax payable by the REIT on such income for such preceding taxable year. We do not anticipate that a material portion of our distributions will be treated as qualified dividend income.

To the extent that we make a distribution in excess of our positive current and accumulated earnings and profits, the distribution will be treated first as a tax-free return of capital, reducing the tax basis in the U.S. Shareholder's Common Shares, and then any distribution in excess of such basis will be taxable to the U.S. Shareholder as gain realized from the sale of its Common Shares. Dividends we declare in October, November or December of any year payable to a U.S. Shareholder of record on a specified date in any such month will be treated as both paid by us and received by U.S. Shareholders on December 31 of that year, provided that we actually pay the dividends during January of the following calendar year.

To the extent that we have available net operating losses and capital losses carried forward from prior tax years, such losses may reduce the amount of distributions that we must make in order to comply with the REIT distribution requirements. Such losses, however, are not passed through to U.S. Shareholders and do not offset income of U.S. Shareholders from other sources, nor would such losses affect the character of any distributions that we make, which are generally subject to tax in the hands of U.S. Shareholders to the extent that we have current or accumulated earnings and profits.

Capital Gain Dividends. Distributions to U.S. Shareholders that we properly designate as capital gain dividends will be treated as long-term capital gains (to the extent they do not exceed our actual net capital gain) for the taxable year without regard to the period for which the U.S. Shareholder has held its Common Shares. However, corporate U.S. Shareholders may be required to treat up to 20% of certain capital gain dividends as ordinary income. Capital gain dividends are not eligible for the dividends-received deduction for corporations. We also may decide to retain, rather than distribute our net capital gain and pay any tax thereon. In such instances, U.S. Shareholders would include their proportionate shares of such gain in income as long-term capital gain, receive a credit on their returns for their proportionate share of our tax payments, and increase the tax basis of their Common Shares by the after-tax amount of such gain.

We will classify portions of any designated capital gain dividend or undistributed capital gain as either:

a long-term capital gain distribution, which would be taxable to non-corporate U.S. Shareholders at a maximum rate of 20%, and taxable to U.S. Shareholders that are corporations at a maximum rate of 35%; or

an unrecaptured Section 1250 gain distribution, which would be taxable to non-corporate U.S. Shareholders at a maximum rate of 25%, to the extent of previously claimed depreciation deductions.

Passive Activity Loss and Investment Interest Limitations. Distributions from us and gain from the disposition of our Common Shares will not be treated as passive activity income, and, therefore, U.S. Shareholders will not be able to apply any passive losses against such income. Dividends from us (to the extent they do not constitute a return of capital) generally will be treated as investment income for purposes of the investment interest limitation. Net capital gain from the disposition of our Common Shares or capital gain

S-61

Table of Contents

dividends generally will be excluded from investment income unless the U.S. Shareholder elects to have the gain taxed at ordinary income rates. Shareholders are not allowed to include on their own Federal income tax returns any tax losses that we incur.

Share Distributions. We recently made, and in the future may make, distributions to holders of our Common Shares that are paid in Common Shares. These distributions are intended to be treated as dividends for Federal income tax purposes and a U.S. Shareholder would, therefore, generally have taxable income with respect to such distributions of Commons Shares and may have a tax liability on account of such distribution in excess of the cash (if any) that is received.

Dispositions of Common Shares. In general, the sale of our Common Shares held for more than 12 months will produce long-term capital gain or loss. All other sales will produce short-term gain or loss. In each case, the gain or loss is equal to the difference between the amount of cash and fair market value of any property received from the sale and the U.S. Shareholder's basis in the Common Shares sold. However, any loss from a sale or exchange of our Common Shares by a U.S. Shareholder who has held such Common Shares for six months or less generally will be treated as a long-term capital loss, to the extent that the U.S. Shareholder treated our distributions as long-term capital gain. The use of capital losses is subject to limitations. U.S. Shareholders should consult with their own tax advisors with respect to their capital gain tax liability.

New Unearned Income Medicare Tax. Certain U.S. Shareholders that are individuals, estates, and trusts are subject to a 3.8% tax on net investment income, which includes, among other things, dividends on and gains from the sale or other disposition of our Common Shares. Prospective investors should consult their own tax advisors regarding this new legislation.

Taxation of non-U.S. Shareholders

The following discussion is only a summary of the rules governing the Federal income taxation of non-U.S. Shareholders, such as nonresident alien individuals and foreign corporations. Prospective non-U.S. Shareholders should consult with their own tax advisors to determine the impact of Federal, state and local income tax laws with regard to an investment in our Common Shares, including any reporting requirements.

Distributions. Distributions by us that are not attributable to gain from the sale or exchange by us of a United States real property interest and that we do not designate as a capital gain distribution will be treated as an ordinary income dividend to the extent that we pay the distribution out of our current or accumulated earnings and profits. Generally, any ordinary income dividend will be subject to a Federal income tax, required to be withheld by us, equal to 30% of the gross amount of the dividend, unless an applicable tax treaty reduces this tax. Such a distribution in excess of our earnings and profits will be treated first as a return of capital that will reduce a non-U.S. Shareholder's basis in its Common Shares (but not below zero) and then as gain from the disposition of such Common Shares, the tax treatment of which is described under the rules discussed below with respect to dispositions of Common Shares.

Distributions by us with respect to our Common Shares that are attributable to gain from the sale or exchange of a United States real property interest will be treated as ordinary dividends (taxed as described above) to a non-U.S. Shareholder as long as (1) our Common Shares are regularly traded on an established securities market and (2) the non-U.S. Shareholder did not own more than 5% of such Common Shares at any time during the one-year period preceding the distribution. Capital gain dividends distributed to a non-U.S. Shareholder that held more than 5% of our Common Shares in the year preceding the distribution will be taxed under the Foreign Investment in Real Property Tax Act of 1980, or FIRPTA. Such distributions are taxed to a non-U.S. Shareholder as if the distributions were gains effectively connected with a United States trade or business. Accordingly, a non-U.S. Shareholder will be required to report such gains on Federal income tax returns and will be taxed at the normal capital gain rates applicable to a U.S. Shareholder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien

S-62

Table of Contents

individuals). Such distributions also may be subject to a 30% branch profits tax when made to a foreign corporation that is not entitled to an exemption or reduced branch profits tax rate under a tax treaty.

Although tax treaties may reduce our withholding obligations, we generally will be required to withhold from distributions to non-U.S. Shareholders, and remit to the IRS, 30% of ordinary dividends paid out of earnings and profits. Special withholding rules apply to capital gain dividends that are not recharacterized as ordinary dividends. In addition, we may be required to withhold 10% of distributions in excess of our current and accumulated earnings and profits. If the amount of tax withheld by us with respect to a distribution to a non-U.S. Shareholder exceeds the non-U.S. Shareholder's United States tax liability, the non-U.S. Shareholder may file for a refund of such excess from the IRS.

We expect to withhold Federal income tax at the rate of 30% on all distributions (including distributions that later may be determined to have been in excess of current and accumulated earnings and profits) made to a non-U.S. Shareholder unless:

a lower treaty rate applies and the non-U.S. Shareholder files with us an IRS Form W-8BEN (or successor form) evidencing eligibility for that reduced treaty rate;

the non-U.S. Shareholder files with us an IRS Form W-8ECI claiming that the distribution is income effectively connected with the non-U.S. Shareholder's trade or business so that no withholding tax is required; or

the distributions are treated for FIRPTA withholding tax purposes as attributable to a sale of a U.S. real property interest, in which case tax will be withheld at a 35% rate.

Share Distributions. We have made, and in the future may make, distributions to holders of our Common Shares that are paid in additional Common Shares. These distributions are intended to be treated as dividends for Federal income tax purposes and, accordingly, would be treated in a manner consistent with the discussion above under *Distributions*. If we are required to withhold an amount in excess of any cash distributed along with the Common Shares, we will retain and sell some of the Common Shares that would otherwise be distributed in order to satisfy our withholding obligations.

Dispositions. Gain recognized by a non-U.S. Shareholder upon a sale of Common Shares generally will not be subject to Federal income taxation; provided, that: (i) such gain is not effectively connected with the conduct by such non-U.S. Shareholder of a trade or business within the U.S.; (ii) the non-U.S. Shareholder is an individual and is not a resident of the United States during the taxable year and certain other conditions apply; and (iii) (A) we are a domestically controlled qualified investment entity, which generally means that less than 50% in value of our shares continues to be held directly or indirectly by foreign persons during a continuous five year period ending on the date of disposition or, if shorter, during the entire period of our existence, or (B) our Common Shares are regularly traded on an established securities market (such as the New York Stock Exchange) and the selling non-U.S. Shareholder has not held more than 5% of our outstanding Common Shares at any time during the five-year period ending on the date of the sale. If we are not a domestically controlled qualified investment entity, a non-U.S. Shareholder who held more than 5% of our outstanding Common Shares at any time during the five-year period ending on the date of the sale would be subject to tax under FIRPTA upon a sale of our Common Shares as a sale of a United States real property interest.

FATCA. The Foreign Account Tax Compliance Act (FATCA), which was enacted in 2010, imposes a 30% withholding tax on certain types of payments made to foreign financial institutions and certain other non-U.S. entities unless certain due diligence, reporting, withholding, and certification requirements are satisfied. On January 17, 2013, final regulations under FATCA were published, which as a general matter, impose a 30% withholding tax on dividends on, and gross proceeds from the sale or other disposition of, our Common Shares if paid to a foreign entity unless either (i) the foreign entity is a foreign financial institution that undertakes certain due diligence, reporting, withholding, and certification

obligations, (ii) the foreign entity is not a foreign financial institution and identifies certain of its U.S. investors, or (iii) the foreign entity otherwise is excepted

S-63

Table of Contents

under FATCA. Under delayed effective dates provided for in the final regulations the required withholding does not begin until January 1, 2014, with respect to dividends on our Common Shares, and January 1, 2017, with respect to gross proceeds from a sale or other disposition of our Common Shares. The IRS is currently implementing procedures which should allow a non-U.S. Shareholder to report its FATCA status to us. If withholding is required under FATCA on a payment related to our Common Shares, investors that otherwise would not be subject to withholding (or that otherwise would be entitled to a reduced rate of withholding) generally will be required to seek a refund or credit from the IRS to obtain the benefit of such exemption or reduction (provided that such benefit is available). Prospective investors should consult their tax advisors regarding the effect of FATCA in their particular circumstances.

Information Reporting Requirements and Backup Withholding Tax

U.S. Shareholders. In general, information reporting requirements will apply to payments of distributions on our Common Shares and payments of the proceeds of the sale of our Common Shares, unless an exception applies. Further, the payer will be required to withhold backup withholding tax if:

the payee fails to furnish a taxpayer identification number to the payer or to establish an exemption from backup withholding;

the IRS notifies the payer that the taxpayer identification number furnished by the payee is incorrect;

the payer has notice that a notified payee has been under-reporting with respect to interest, dividends or original issue discount described in Section 3406(c) of the Code; or

the payee has failed to certify under the penalty of perjury that the payee is not subject to backup withholding under the Code.

Some U.S. Shareholders, including corporations, will be exempt from backup withholding. Any amounts withheld under the backup withholding rules from a payment to a U.S. Shareholder will be allowed as a credit against the U.S. Shareholder's Federal income tax and may entitle the U.S. Shareholder to a refund, provided that the U.S. Shareholder furnishes the required information to the IRS in a timely manner.

Non-U.S. Shareholders. Generally, information reporting will apply to payments of distributions on our Common Shares, and backup withholding may apply, unless the payee certifies that it is not a U.S. person or otherwise establishes an exemption. The payment of the proceeds from the disposition of our Common Shares to or through the U.S. office of a U.S. or foreign broker will be subject to information reporting and, possibly, backup withholding unless the non-U.S. Shareholder certifies as to its non-U.S. status or otherwise establishes an exemption, provided that the broker does not have actual knowledge that the non-U.S. Shareholder is a U.S. person or that the conditions of any other exemption are not, in fact, satisfied. The proceeds of the disposition by a non-U.S. Shareholder of our Common Shares to or through a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, if the broker is a U.S. person, a controlled foreign corporation for U.S. tax purposes or a foreign person, 50% or more of whose gross income from all sources for specified periods is from activities that are effectively connected with a U.S. trade or business, information reporting generally will apply unless the broker has documentary evidence as to the non-U.S. Shareholder's foreign status and no actual knowledge to the contrary.

Applicable Treasury regulations provide presumptions regarding the status of shareholders when payments to the shareholders cannot reliably be associated with appropriate documentation provided to the payer. Because the application of these Treasury regulations varies depending on the shareholder's particular circumstances, you should consult your tax advisor regarding the information reporting requirements applicable to you.

S-64

Table of Contents**UNDERWRITING**

Under the terms and subject to the conditions set forth in the underwriting agreement dated the date of this prospectus supplement, the underwriters named below, for whom Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc. and Citigroup Global Markets Inc. are acting as book-running managers and representatives (the "representatives"), have severally agreed to purchase, and we have agreed to sell to them, severally, the respective numbers of Common Shares set forth below:

Name	Number of Shares
Morgan Stanley & Co. LLC	
Deutsche Bank Securities Inc.	
Citigroup Global Markets Inc.	
Allen & Company LLC	
J.P. Morgan Securities LLC	

Total

The underwriters are offering the Common Shares subject to their acceptance of the Common Shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the Common Shares are subject to, among other things, the approval of certain legal matters by their counsel and other conditions. The underwriters are obligated to take and pay for all the Common Shares if any are taken. However, the underwriters are not required to take or pay for the Common Shares covered by the underwriters' option to purchase additional Common Shares described below.

The underwriters initially propose to offer some of the Common Shares directly to the public at the public offering price shown on the cover page of this prospectus supplement and some of the Common Shares to certain dealers at that price less a concession not in excess of \$ per share. The underwriters may allow, and those dealers may reallow, a concession not in excess of \$ per share. After the initial offering of the Common Shares, the offering price and other selling terms of the Common Shares may from time to time be varied by the underwriters.

We have granted the underwriters an option, exercisable for 30 days after the date of this prospectus supplement, to purchase up to an aggregate of 4,200,000 additional Common Shares at the public offering price listed on the cover page of this prospectus supplement, less underwriting discounts and commissions and less an amount per share equal to any dividends or distributions that are paid or payable by us on the Common Shares reflected in the preceding table but that are not payable on the Common Shares purchased on exercise of that option. To the extent the option is exercised, each underwriter will become obligated, subject to conditions, to purchase approximately the same percentage of the additional Common Shares being purchased as the number of Common Shares listed next to such underwriter's name in the table above bears to the total number of Common Shares listed next to the names of all underwriters in such table.

The following table shows the per Common Share and total public offering price, underwriting discounts and commissions, and proceeds before expenses to us. These amounts are shown assuming both no exercise and full exercise of the option of the underwriters to purchase additional Common Shares described above.

Total

Edgar Filing: WEYERHAEUSER CO - Form 424B5

	Per Common Share	No Exercise	Full Exercise
Public offering price	\$	\$	\$
Underwriting discounts and commissions	\$	\$	\$
Proceeds, before expenses, to Weyerhaeuser Company	\$	\$	\$

We estimate that the expenses of this offering payable by us, excluding underwriting discounts and commissions, will be approximately \$2.0 million.

S-65

Table of Contents

Each of us, our executive officers and our directors has agreed that, without the prior written consent of Morgan Stanley & Co. LLC, we (including our subsidiaries), he or she will not, during the period ending 60 days after the date of this prospectus supplement (the Lockup Period):

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Common Shares or any securities convertible into or exercisable or exchangeable for Common Shares;

in the case of us (including our subsidiaries), file any registration statement with the SEC relating to the offering of any Common Shares or any securities convertible into or exercisable or exchangeable for Common Shares; or

enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares;

whether any transaction described above is to be settled by delivery of our Common Shares or such other securities, in cash or otherwise. The restrictions described in the preceding sentence do not apply to:

the sale by us of Common Shares to the underwriters;

the sale by us of the Mandatory Convertible Preference Shares in the Mandatory Convertible Preference Shares Offering and the issuance of Common Shares upon conversion of the Mandatory Convertible Preference Shares;

the issuance by us of Common Shares upon the exercise of an option outstanding on the date of this prospectus supplement pursuant to currently existing equity-based compensation plans of ours or any of our subsidiaries;

the issuance by us of Common Shares and options to purchase Common Shares pursuant to currently existing equity-based compensation plans of ours or any of our subsidiaries;

transfers to us by our executive officers and directors for the purpose of cashless exercise of stock options and payment of related taxes or to comply with other Company policies or transactions by our executive officers and directors relating to Common Shares or other securities acquired in open market transactions after completion of this offering;

the filing by us with the SEC of a registration statement on Form S-8 with respect to any currently existing equity-based compensation plan of ours or any of our subsidiaries for which Common Shares are eligible for registration on Form S-8;

the establishment of a trading plan pursuant to Rule 10b5-1 (a 10b5-1 Plan) under the Securities Exchange Act of 1934 for the transfer of Common Shares by any of our officers and directors, provided that (x) such plan does not provide for the transfer of Common Shares during the Lock-Up Period and (y) to the extent a public announcement or filing under the Securities Exchange Act of 1934, if any, is required to be made, or is voluntarily made, during the Lock-Up Period in connection with the establishment of such 10b5-1 Plan, such announcement or filing shall include a statement to the effect that no transfer of Common Shares may be made under such 10b5-1 Plan during the Lock-Up Period;

Edgar Filing: WEYERHAEUSER CO - Form 424B5

the sale of Common Shares by any of our executive officers and directors pursuant to any 10b5-1 Plan in existence as of the date of this prospectus supplement;

transfers of Common Shares by our executive officers and directors as a bona fide gift or gifts, provided that each such transferee agrees to the restrictions listed above that are applicable to the transferor; or

S-66

Table of Contents

transfers of Common Shares by any of our executive officers and directors to any trust the beneficiaries of which are directly or indirectly exclusively such executive officers and directors or members of the immediate family of such executive officers and directors, so long as any such transfer shall not involve a disposition for value, provided that each such transferee agrees to the restrictions listed above that are applicable to the transferor.

Morgan Stanley & Co. LLC, in its sole discretion, may release the Common Shares and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice.

In order to facilitate the offering of the Common Shares, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the market price of the Common Shares. Specifically, the underwriters may sell more Common Shares than they are obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of Common Shares available for purchase by the underwriters under the underwriters' option to purchase additional shares described above. The underwriters can close out a covered short sale by exercising that option or purchasing Common Shares in the open market. In determining the source of Common Shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of Common Shares compared to the price available under that option. The underwriters may also sell Common Shares in excess of that option, creating a naked short position. The underwriters must close out any naked short position by purchasing Common Shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the Common Shares in the open market after pricing that could adversely affect investors who purchase in this offering. As an additional means of facilitating this offering, the underwriters may bid for, and purchase, Common Shares in the open market to stabilize the price of the Common Shares. The underwriting syndicate may also reclaim selling concessions allowed to an underwriter or a dealer for distributing the Common Shares in this offering if the syndicate repurchases previously distributed Common Shares to cover syndicate short positions or to stabilize the price of the Common Shares. These activities may raise or maintain the market price of the Common Shares above independent market levels or prevent or retard a decline in the market price of the Common Shares. The underwriters are not required to engage in these activities and may end any of these activities at any time.

We have agreed to indemnify the underwriters against specified liabilities, including liabilities under the Securities Act of 1933.

In the ordinary course of business, the underwriters and/or their affiliates have provided and may in the future continue to provide investment banking, commercial banking, financial advisory and other financial services to us and our subsidiaries for which they have received and may in the future receive compensation. In that regard, affiliates of some or all of the underwriters are lenders and/or agents under our \$1.0 billion revolving credit facility, an affiliate of Morgan Stanley & Co. LLC has entered into a commitment to act as lender under our proposed \$1.7 billion bridge loan facility and affiliates of some or all of the other underwriters may agree to act as lenders and/or agents under such facility.

In addition, in the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and such investment and securities activities may involve securities and/or instruments of ours or our subsidiaries. Certain of the underwriters or their affiliates that have lending relationships with us or our subsidiaries may also choose to hedge their credit exposure to us or our subsidiaries, as the case may be, consistent with their customary risk management policies. Typically those underwriters and their affiliates would hedge such exposure by entering into transactions, which may consist of either the purchase of credit default swaps or the creation of short positions in securities of ours or our subsidiaries, including potentially the Common Shares offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the Common Shares offered hereby. The underwriters and their respective affiliates may also

Table of Contents

make investment recommendations and/or publish or express independent research views in respect of our securities or financial instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instrument.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, no offer of Common Shares may be made to the public in that Relevant Member State other than:

- (a) to legal entities that are qualified investors as defined in the Prospectus Directive,
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives of the underwriters; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Common Shares shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive or of a supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For purposes of this provision, the expression an offer to the public in relation to any Common Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Common Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Common Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

United Kingdom

In the United Kingdom, this prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at, persons who either (1) have professional experience in matters relating to investments and fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (2) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations etc.) of the Order (each such person being referred to as a Relevant Person). Any investment or investment activity to which this prospectus supplement and the accompanying prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. This prospectus supplement and the accompanying prospectus must not be acted or relied on by persons who are not Relevant Persons.

Table of Contents

INCORPORATION BY REFERENCE

We file annual, quarterly, and current reports, proxy statements and other information with the SEC. You may read and copy any reports or other information that we file with the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington D.C. 20549. You may also receive copies of these documents upon payment of a duplicating fee, by writing to the SEC's Public Reference Room. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room in Washington D.C. and other locations. Our SEC filings are also available to the public from commercial document retrieval services, at our website (www.weyerhaeuser.com) and at the SEC's website (www.sec.gov). Information on our website is not incorporated into this prospectus supplement, the accompanying prospectus or our other SEC filings and is not a part of this prospectus supplement, the accompanying prospectus or those filings.

We have elected to incorporate by reference information in this prospectus supplement and the accompanying prospectus. By incorporating by reference, we can disclose important information to you by referring to another document we have filed separately with the SEC. The information incorporated by reference is deemed to be part of the prospectus supplement and the accompanying prospectus, except as described in the following sentence. Any statement in this prospectus supplement or the accompanying prospectus or in any document that is incorporated by reference in this prospectus supplement or the accompanying prospectus will be deemed to have been modified or superseded to the extent that a statement contained in this prospectus supplement, the accompanying prospectus or any document that we subsequently file or have filed with the SEC that is incorporated by reference in this prospectus supplement or the accompanying prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed to be a part of this prospectus supplement or the accompanying prospectus, except as so modified or superseded.

All documents filed by Weyerhaeuser pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act subsequent to the date of this prospectus supplement and prior to the termination of the offering made by this prospectus supplement (other than information furnished under Item 2.02 or 7.01 of Form 8-K) are to be incorporated herein by reference.

The documents listed below that we have previously filed with the SEC are incorporated by reference:

Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed February 19, 2013;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed April 30, 2013;

Current Report on Form 8-K filed February 11, 2013;

Current Report on Form 8-K filed February 12, 2013;

Current Report on Form 8-K filed February 19, 2013;

Current Report on Form 8-K filed April 16, 2013 (relating to Items 5.02 and 5.07); and

Each Current Report on Form 8-K filed (and not furnished) June 17, 2013.

In addition, the Purchase Agreement has been incorporated by reference into this prospectus supplement to provide investors with information regarding the terms of the Acquisition and is not intended to provide any factual information about us, Longview Timber or our or its respective subsidiaries or affiliates. The Purchase Agreement contains representations and warranties that the parties made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contracts between the parties to the Purchase Agreement and may be subject to important qualifications and limitations agreed by the parties in connection with negotiating the terms of the contracts. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to a contractual standard of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. For the foregoing reasons, investors should not rely on the representations and warranties as statements of factual information.

S-69

Table of Contents

Notwithstanding any statement contained elsewhere in this prospectus supplement or the accompanying prospectus to the contrary, any document, portion of or exhibit to a document or other information that is deemed to have been furnished to (rather than filed with) the SEC (including, without limitation, information furnished pursuant to Item 2.02 or 7.01 of Form 8-K and any information of the nature referred to in Rule 402 of SEC Regulation S-T) shall not be incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus.

We will provide, without charge, to each person, including any beneficial owner, to whom this prospectus supplement is delivered a copy of any of the documents that we have incorporated by reference in this prospectus supplement and the accompanying prospectus, other than exhibits unless the exhibits are specifically incorporated by reference in this prospectus supplement and the accompanying prospectus. To receive a copy of any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, other than exhibits unless they are specifically incorporated by reference in this prospectus supplement or the accompanying prospectus, call or write to our Vice President of Investor Relations at Weyerhaeuser Company, P.O. Box 9777, Federal Way, Washington 98063-9777, telephone (253) 924-2058. The information relating to us contained in this prospectus supplement and the accompanying prospectus is not complete and should be read together with the information contained in the documents incorporated and deemed to be incorporated by reference in the accompanying prospectus.

LEGAL MATTERS

The validity of the Common Shares will be passed upon for us by K&L Gates LLP, Seattle, Washington. Certain legal matters in connection with this offering will be passed upon for us by (1) Devin W. Stockfish, Esq., Assistant General Counsel of Weyerhaeuser Company, and (2) Cravath, Swaine & Moore LLP, New York, New York. In his capacity, Mr. Stockfish is paid a salary by Weyerhaeuser and participates in various employee benefit plans offered by Weyerhaeuser. Sidley Austin LLP, San Francisco, California, will act as counsel for the underwriters. Sidley Austin LLP from time to time provides certain legal services to Weyerhaeuser. In addition, the summary of legal matters contained in the section of this prospectus supplement under Material Federal Income Tax Consequences is based on the opinions of Covington & Burling LLP, Washington, D.C., and KPMG LLP, Portland, Oregon.

EXPERTS

The consolidated financial statements of Weyerhaeuser Company and subsidiaries as of December 31, 2012, and 2011, and for each of the years in the three-year period ended December 31, 2012, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2012, have been incorporated by reference in this prospectus supplement and the accompanying prospectus, and in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference in this prospectus supplement and the accompanying prospectus, and upon the authority of said firm as experts in accounting and auditing.

The REIT Opinion used as a basis for the discussion under the heading Material Federal Income Tax Consequences was prepared for Longview Fibre Company by KPMG LLP, independent registered public accounting firm, and has been incorporated by reference herein upon the authority of said firm as experts in tax matters.

The financial statements of Longview as of and for the year ended December 31, 2012, incorporated by reference in this prospectus supplement, have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, and are included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

Table of Contents

PROSPECTUS

WEYERHAEUSER COMPANY

Debt Securities

Preferred Shares

Preference Shares

Depositary Shares

Common Shares

Warrants

Stock Purchase Contracts

Stock Purchase Units

By this prospectus, we may offer from time to time the securities described in this prospectus separately or together in any combination.

We will provide the specific terms of any securities that we offer in a supplement to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest. A prospectus supplement may add, update or change information contained in this prospectus.

Our Common Shares are listed on the New York Stock Exchange under the symbol WY.

We may offer and sell the securities described in this prospectus to or through one or more agents, underwriters, dealers or other third parties or directly to one or more purchasers, on a continuous or delayed basis.

Investing in these securities involves risks. You should read this prospectus and the applicable prospectus supplement, as well as the risks described in the documents incorporated by reference in this prospectus or the accompanying prospectus supplement, before you invest. See Risk Factors on page 2.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.

The date of this prospectus is June 28, 2012

Table of Contents

TABLE OF CONTENTS

<u>ABOUT THIS PROSPECTUS</u>	Page 1
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	1
<u>RISK FACTORS</u>	2
<u>WEYERHAEUSER COMPANY</u>	2
<u>USE OF PROCEEDS</u>	2
<u>SELECTED FINANCIAL DATA</u>	2
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	3
<u>DESCRIPTION OF DEBT SECURITIES</u>	4
<u>DESCRIPTION OF CAPITAL STOCK</u>	16
<u>DESCRIPTION OF PREFERRED SHARES</u>	18
<u>DESCRIPTION OF PREFERENCE SHARES</u>	21
	Page
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	24
<u>DESCRIPTION OF COMMON SHARES</u>	27
<u>DESCRIPTION OF WARRANTS</u>	29
<u>DESCRIPTION OF STOCK PURCHASE CONTRACTS AND STOCK PURCHASE UNITS</u>	31
<u>PLAN OF DISTRIBUTION</u>	32
<u>CERTAIN FEDERAL INCOME TAX CONSIDERATIONS</u>	34
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	44
<u>LEGAL MATTERS</u>	46
<u>EXPERTS</u>	46

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission using a shelf registration process. Under this shelf process, we are registering an unspecified amount of each class of the securities described in this prospectus, and we may sell, in one or more offerings, any combination of the securities described in this prospectus. The securities may be offered independently or together in any combination for sale directly by us or through underwriters, agents or dealers. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between this prospectus and the applicable prospectus supplement, you should rely on the information in the prospectus supplement. You should read both this prospectus and the applicable prospectus supplement, together with additional information described under the heading **Where You Can Find More Information**.

The registration statement containing this prospectus, including the exhibits to the registration statement, provides additional information about us and the securities to be offered. The registration statement containing this prospectus, including the exhibits, can be read at the SEC website or at the SEC offices under the heading **Where You Can Find More Information**.

You should rely only on the information contained in or incorporated by reference in this prospectus, the applicable prospectus supplement and the information to which we have referred you. We have not authorized anyone to provide you with different information. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this prospectus.

All references to **we**, **us**, **our**, or **Weyerhaeuser** in this prospectus are to Weyerhaeuser Company.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the information incorporated by reference herein include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the **Securities Act**), and Section 21E of the Securities Exchange Act of 1934, as amended (the **Exchange Act**). Some of the forward-looking statements can be identified by the use of forward-looking words such as **believes**, **expects**, **may**, **will**, **should**, **seeks**, **approximately**, **intends**, **plans**, **estimates**, **anticipates**, **projects**, or the negative of those words, or other comparable terminology. Forward-looking statements are not historical facts, but only predictions, and therefore involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those currently anticipated. Factors that could materially affect the forward-looking statements can be found in our periodic reports filed with the SEC and in the discussion of **Risk Factors** in the applicable prospectus supplement. Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date of this prospectus, and we undertake no obligation to update these forward-looking statements to reflect new information or future events or otherwise.

Table of Contents**RISK FACTORS**

Investing in our securities involves risks. You should carefully consider the risks described under **Risk Factors** in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011 and in the other documents incorporated by reference into this prospectus, as well as the other information contained or incorporated by reference in the applicable prospectus supplement before making a decision to invest in our securities. See **Where You Can Find More Information** below.

WEYERHAEUSER COMPANY

Weyerhaeuser Company was incorporated in the state of Washington in January 1900 as Weyerhaeuser Timber Company. We are principally engaged in the growing and harvesting of timber, the manufacture, distribution and sale of forest products, and real estate development and construction. Our principal business segments, which account for the majority of our sales, earnings and asset base, are Timberlands, Wood Products, Cellulose Fibers and Real Estate.

The mailing address of our principal executive offices is 33663 Weyerhaeuser Way South, Federal Way, Washington 98003, and the telephone number of our principal executive offices is (253) 924-2345.

USE OF PROCEEDS

Unless otherwise specified in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the offered securities for general corporate purposes. We may provide additional information on the use of the net proceeds in the applicable prospectus supplement.

SELECTED FINANCIAL DATA

Effective January 1, 2012, Weyerhaeuser adopted the Financial Accounting Standards Board's (FASB) Accounting Standards Update (ASU) No. 2011-05, *Presentation of Comprehensive Income*, as amended by ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. These updates revise the manner in which entities present comprehensive income in their financial statements. The following selected financial information revises historical information to illustrate the new presentation required by this pronouncement for the periods presented.

	2011	Fiscal Year 2010	2009
	(Dollar amounts in millions)		
Net earnings attributable to Weyerhaeuser common shareholders	\$ 331	\$ 1,283	\$ (568)
Other comprehensive income (loss):			
Foreign currency translation adjustments	(8)	30	