

CatchMark Timber Trust, Inc.  
Form S-8  
October 25, 2013

As filed with the Securities and Exchange Commission on October 25, 2013

File No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**CATCHMARK TIMBER TRUST, INC.**

**(Exact name of registrant as specified in its charter)**

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

**6200 The Corners Parkway**

**20-3536671**  
**(IRS Employer**  
**Identification No.)**

**Norcross, Georgia 30092**

**(Address, including zip code, of Principal Executive Offices)**

**CatchMark Timber Trust, Inc. Amended and Restated 2005 Long-Term Incentive Plan**

**(Full title of the plan)**

**Brian M. Davis**

**CatchMark Timber Trust, Inc.**

**6200 The Corners Parkway**

**Norcross, Georgia 30092**

**(770) 449-7800**

**(Name, address and telephone number of agent for service)**

**Copies to:**

**Lesley H. Solomon**

**Alston & Bird LLP**

**1201 West Peachtree Street**

**Atlanta, Georgia 30309**

**(404) 881-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
CatchMark Timber Trust, Inc. Class A Common Stock, \$0.01 par value ( Common Stock )	1,295,389 (1)	\$12.20(2)	\$15,803,746 (2)	\$2,035.52
Common Stock	4,611 (3)	\$23.85 (4)	\$109,972 (4)	\$14.16

- (1) Represents shares issuable pursuant to the grant or exercise of awards under the CatchMark Timber Trust, Inc. Amended and Restated 2005 Long-Term Incentive Plan (the Plan ), including any additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan.
- (2) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the Securities Act ), based on the \$12.20 book value of the Common Stock as of September 30, 2013.
- (3) Represents previously-granted, unexercised stock options under the Plan, including any additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan.
- (4) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, based on the weighted average exercise price of the previously-granted options.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

(a) The documents constituting Part I of this registration statement will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, CatchMark Timber Trust, Inc. (the Company) will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this registration statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to Brian M. Davis at the address and telephone number on the cover of this registration statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference and deemed to be a part hereof:

the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed on March 14, 2013;

the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed on August 12, 2013;

the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on May 14, 2013;

the Company's Current Reports on Form 8-K, filed on February 26, 2013, July 2, 2013, September 23, 2013, September 24, 2013 and October 25, 2013;

the description of the Common Stock contained in the Registration Statement on Form 8-A12G, filed April 28, 2008, and any amendment or report filed for the purpose of updating such description; and

all other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

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Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Company's charter provides that to the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no director or officer of the Company shall be liable to the Company or the Company's stockholders for money damages.

The Company's charter also provides that to the maximum extent permitted by Maryland law in effect from time to time, the Company shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Company's and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity or (b) any individual who, while a director or officer of the Company and at the Company's request, serves or has served as a director, officer, trustee, member, manager or partner of another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity. The rights to indemnification and advance of expenses provided by the Company's charter vest immediately upon election of a director or officer. The Company may, with the approval of the Company's board of directors, provide such indemnification and advance for expenses to an individual who served a predecessor of the Company in any of the capacities described in (a) or (b) above and to any employee or agent of the Company or a predecessor of the Company. The indemnification and payment or reimbursement of expenses provided in the charter shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance, agreement or otherwise.

The Company has entered into indemnification agreements with each of its executive officers and directors whereby the Company shall indemnify such executive officers and directors and pay or reimburse reasonable expenses in advance of final disposition of a proceeding if such director or executive officer is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity to the fullest extent permitted by Maryland law against all expenses and liabilities, subject to limited exceptions. These indemnification agreements also provide that upon an application for indemnity by an executive officer or director to a court of appropriate jurisdiction, such court may order the Company to indemnify such executive officer or director.

It is the opinion of the SEC that indemnification of directors and officers for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Exhibit Index, which is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low and high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.



- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on this 25<sup>th</sup> day of October, 2013.

**CATCHMARK TIMBER TRUST, INC.**

By: /s/ Brian M. Davis  
Brian M. Davis  
Senior Vice President and Chief Financial  
Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the individuals whose signatures appear below constitute and appoint Brian M. Davis, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Leo F. Wells, III Leo F. Wells, III	Chairman of the Board and President (Principal Executive Officer)	October 25, 2013
/s/ Brian M. Davis Brian M. Davis	Senior Vice President, Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	October 25, 2013
/s/ Douglas P. Williams Douglas P. Williams	Executive Vice President, Secretary, Treasurer and a Director	October 25, 2013
/s/ Donald S. Moss Donald S. Moss	Director	October 25, 2013
/s/ Willis J. Potts, Jr. Willis J. Potts, Jr.	Director	October 25, 2013
/s/ Henry G. Zigtema Henry G. Zigtema	Director	October 25, 2013

**EXHIBIT INDEX**

**TO**

**REGISTRATION STATEMENT ON FORM S-8**

Exhibit Number	Description
3.1	Sixth Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 filed on August 9, 2013)
3.2	First Articles of Amendment to the Sixth Articles of Amendment and Restatement, dated September 18, 2013 (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11, filed on September 23, 2013)
3.3	Articles of Amendment to the Sixth Articles of Amendment and Restatement, dated October 24, 2013 (incorporated by reference to Exhibit 3.1 the Current Report on Form 8-K filed on October 25, 2013 (the October 25 Form 8-K ))
3.4	Articles of Amendment to the Sixth Articles of Amendment and Restatement, dated October 24, 2013 (incorporated by reference to Exhibit 3.2 the October 25 Form 8-K)
3.5	Articles Supplementary (incorporated by reference to Exhibit 3.3 the October 25 Form 8-K)
3.6	Amended and Restated Bylaws
5.1	Opinion of Venable LLP
10.1	CatchMark Timber Trust, Inc. Amended and Restated 2005 Long-Term Incentive Plan
10.2	CatchMark Timber Trust, Inc. Second Amended and Restated 2005 Independent Directors Compensation Plan (incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 26, 2010)
10.3	CatchMark Timber Trust, Inc. Amended and Restated 2005 Independent Directors Compensation Plan (Effective January 1, 2014)
23.1	Consent of Venable LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)