

WATSA V PREM ET AL
Form 4
October 16, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET WEST, SUITE 800

(Street)

TORONTO, A6 M5J 2N7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Resolute Forest Products Inc. [RFP]

3. Date of Earliest Transaction (Month/Day/Year)

10/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------------|------------------|--------------------|---|-----|---------------------|--------------------|--|
| | | | | V | (A) | | | |
| 9.0% Convertible Notes due 2009 (| (1) | 10/12/2012 | P | 73,141,000 (2) | | 09/01/2013 | 09/01/2013 | Shares of Common Stock ("Common Shares") |
| 9.375% Convertible Notes due 2021 (| (1) | 10/12/2012 | P | 52,855,000 (2) | | 12/15/2021 | 12/15/2021 | Common Shares |
| 9.5% Convertible Notes due 2012 (| (1) | 10/12/2012 | P | 28,646,000 (2) | | 10/15/2013 | 10/15/2013 | Common Shares |
| 6.5% Convertible Notes due 2013 (| (1) | 10/12/2012 | P | 156,995,000 (2) | | 06/15/2013 | 06/15/2013 | Common Shares |
| Floating Rate Convertible Notes due 2010 (| (1) | 10/12/2012 | P | 7,189,000 (2) | | 03/15/2013 | 03/15/2013 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7 | | X | | |
| WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7 | | X | | |
| 1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7 | | X | | |
| | | X | | |

SIXTY TWO INVESTMENT CO LTD
 1600 CATHEDRAL PLACE
 925 WEST GEORGIA ST.
 VANCOUVER, A1 V6C 3L3

810679 ONTARIO LTD
 95 WELLINGTON STREET WEST
 SUITE 800
 TORONTO, A6 M5J 2N7

ODYSSEY REINSURANCE CO
 300 FIRST STAMFORD PLACE
 STAMFORD, CT 06902

Signatures

| | |
|---|------------|
| /s/ V. Prem Watsa, Chairman & Chief Executive Officer | 10/16/2012 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa | 10/16/2012 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 10/16/2012 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 10/16/2012 |
| __Signature of Reporting Person | Date |
| /s/ V. Prem Watsa, President | 10/16/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kirk M. Reische, Vice President | 10/16/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) In connection with the creditor protection proceedings relating to Resolute Forest Products Inc. (the "Company"), a subsidiary of the Company entered into a settlement agreement pursuant to which the Company is required to make a distribution (the "Distribution") to holders of the 2009 Notes, 2021 Notes, 2012 Notes, 2013 Notes and 2010 Notes on the later of (a) November 1, 2012, or (b) two business days after the order approving such settlement agreement becomes a final order.
 - (2) In dollars of aggregate principal amount
 - (3) Represents the number of Common Shares that the Reporting Persons expects such derivative securities to be converted into pursuant to the Distribution.
 - (4) The 2009 Notes, 2021 Notes, 2012 Notes, 2013 Notes and 2010 Notes are held by Fairfax Financial Holdings Limited ("Fairfax") and certain of its subsidiaries, including, following the transactions reported herein, \$73,641,000 aggregate principal amount of 2009 Notes, \$86,515,000 aggregate principal amount of 2021 Notes, \$28,646,000 aggregate principal amount of 2012 Notes, \$165,695,000 aggregate principal amount of 2013 Notes and \$13,489,000 aggregate principal amount of 2010 Notes held by Odyssey Reinsurance Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.