

POTLATCH CORP
Form 8-K
October 27, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report: October 26, 2009

(Date of Earliest Event Reported)

POTLATCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction)

001-32729
(Commission File Number)

82-0156045
(I.R.S. Employer)

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of Incorporation)

Identification Number)

601 W. First Avenue, Suite 1600, Spokane WA
(Address of principal executive offices)

99201
(Zip Code)

(509) 835-1500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On October 26, 2009, Potlatch Corporation (the Company) announced its results of operations and financial condition for the quarter ended September 30, 2009. The press release containing this announcement is furnished as Exhibit 99.1 hereto.

The information in this Item 2.02 of Form 8-K and the Exhibit attached hereto as Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events

On October 26, 2009, the Company issued a press release announcing a proposed offering of \$150 million aggregate principal amount of notes due 2019. A copy of the press release is attached as Exhibit 99.2 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press release issued by Potlatch Corporation, dated October 26, 2009: Potlatch Reports Third Quarter 2009 Results.
- 99.2 Press release issued by Potlatch Corporation, dated October 26, 2009: Potlatch Corporation Announces Proposed Offering of Senior Notes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 26, 2009

POTLATCH CORPORATION

By: /s/ PAMELA A. MULL
Name: **Pamela A. Mull**
Title: **Corporate Secretary**

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|---|
| 99.1 | Press release issued by Potlatch Corporation, dated October 26, 2009: Potlatch Reports Third Quarter 2009 Results. |
| 99.2 | Press release issued by Potlatch Corporation, dated October 26, 2009: Potlatch Corporation Announces Proposed Offering of Senior Notes. |