

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

Form 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2023

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission File Number: 001-34146



CLEARWATER PAPER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

20-3594554

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

601 West Riverside, Suite 1100

Spokane, WA

99201

(Address of principal executive offices)

(Zip Code)

(509) 344-5900

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	CLW	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of common stock of the registrant outstanding as of October 27, 2023 was 16,563,343.

FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this report contains, in addition to historical information, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding accounting standards; our strategy; our operations and expectations; borrowing and credit facilities; cash flows; capital expenditures; disclosure controls; compliance with our loan and financing agreements; tax rates; debt repayments; operating costs; selling, general and administrative expenses; liquidity; benefit plan funding levels; stockholder equity; capitalized interest; interest expenses; and legal proceedings. Words such as “anticipate,” “expect,” “intend,” “plan,” “target,” “project,” “believe,” “schedule,” “estimate,” “may,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are based on management’s current expectations, estimates, assumptions and projections that are subject to change. Our actual results of operations may differ materially from those expressed or implied by the forward-looking statements contained in this report. Important factors that could cause or contribute to such differences in operating results include those risks discussed in Item 1A “Risk Factors” in our 2022 Form 10-K, as well as the following:

- competitive pricing pressures for our products, including as a result of capacity additions, demand reductions and the impact of foreign currency fluctuations on the pricing of products globally;
- changes in the U.S. and international economies and in general economic conditions in the regions and industries in which we operate;
- manufacturing or operating disruptions, including equipment malfunctions and damage to our manufacturing facilities;
- the loss of, changes in prices in regard to, or reduction in, orders from a significant customer;
- changes in the cost and availability of wood fiber and wood pulp;
- changes in energy, chemicals, packaging and freight costs and disruptions in transportation services impacting our ability to receive inputs or ship products to customers;
- reliance on a limited number of third-party suppliers, vendors and service providers required for the production of our products and our operations;
- changes in customer product preferences and competitors' product offerings;
- cyber-security risks;
- larger competitors having operational, financial and other advantages;
- consolidation and vertical integration of converting operations in the paperboard industry;
- our ability to successfully execute capital projects and other activities to operate our assets, including effective maintenance, implement our operational efficiencies and realize higher throughput or lower costs;
- IT system disruptions and IT system implementation failures;
- labor disruptions;
- cyclical industry conditions;
- changes in expenses, required contributions and potential withdrawal costs associated with our pension plans;
- environmental liabilities or expenditures and climate change;
- our ability to attract, motivate, train and retain qualified and key personnel;
- our ability to service our debt obligations and restrictions on our business from debt covenants and terms;
- changes in our banking relations, or in our customer supply chain financing negative
- negative changes in our credit agency ratings; and
- changes in laws, regulations or industry standards affecting our business.

Forward-looking statements contained in this report present management’s views only as of the date of this report. Except as required under applicable law, we do not intend to issue updates concerning any future revisions of management’s views to reflect events or circumstances occurring after the date of this report. You are advised, however, to consult any further disclosures we make on related subjects in our quarterly reports on Form 10-Q and current reports on Form 8-K filed with the Securities and Exchange Commission, or SEC.

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Part I: Financial Information**ITEM 1.** Consolidated Financial Statements

CLEARWATER PAPER CORPORATION

Consolidated Balance Sheets

(Unaudited)**(In millions, except share data)**

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 110.2	\$ 53.7
Receivables, net of allowance for current expected credit losses	173.0	188.8
Inventories, net	333.3	324.0
Other current assets	10.5	19.9
Total current assets	627.0	586.3
Property, plant and equipment, net	993.8	1,017.1
Other assets, net	116.2	100.1
Total assets	\$ 1,737.0	\$ 1,703.5
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of long-term debt	\$ 0.9	\$ 0.9
Accounts payable and accrued liabilities	260.0	311.1
Total current liabilities	260.9	312.0
Long-term debt	564.8	564.9
Liability for pension and other postretirement employee benefits	56.9	58.2
Deferred tax liabilities and other long-term obligations	205.9	196.4
Total liabilities	1,088.4	1,131.5
Stockholders' equity:		
Preferred stock, par value \$0.0001 per share, 5,000,000 authorized shares, no shares issued	—	—
Common stock, par value \$0.0001 per share, 100,000,000 authorized shares, 16,563,343 and 16,761,869 shares issued	—	—
Additional paid-in capital	15.1	28.5
Retained earnings	666.9	576.8
Accumulated other comprehensive loss, net of tax	(33.5)	(33.3)
Total stockholders' equity	648.5	572.1
Total liabilities and stockholders' equity	\$ 1,737.0	\$ 1,703.5

The accompanying notes are an integral part of these consolidated financial statements.

CLEARWATER PAPER CORPORATION

Consolidated Statements of Operations

(Unaudited)

(In millions, except per-share data)	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net sales	\$ 519.9	\$ 538.8	\$ 1,569.9	\$ 1,553.3
Costs and expenses:				
Cost of sales	427.4	454.8	1,314.6	1,332.0
Selling, general and administrative expenses	36.4	32.9	111.5	99.6
Other operating charges, net	1.8	2.2	2.4	8.5
Total operating costs and expenses	465.5	489.9	1,428.5	1,440.0
Income from operations	54.4	48.9	141.5	113.3
Interest expense, net	(6.9)	(8.0)	(22.0)	(27.3)
Debt retirement costs	—	—	—	(0.5)
Other non-operating (expense) income	0.1	(1.4)	0.3	(4.3)
Total non-operating expense	(6.8)	(9.4)	(21.7)	(32.1)
Income before income taxes	47.6	39.5	119.8	81.2
Income tax provision	11.0	18.9	29.6	29.3
Net income	\$ 36.6	\$ 20.6	\$ 90.1	\$ 51.9
Net income per common share:				
Basic	\$ 2.20	\$ 1.23	\$ 5.37	\$ 3.09
Diluted	2.17	1.21	5.29	3.04
Average shares of common stock used to compute net income per share: (in thousands)				
Basic	16,682	16,754	16,800	16,777
Diluted	16,895	17,093	17,051	17,085

The accompanying notes are an integral part of these consolidated financial statements.

CLEARWATER PAPER CORPORATION

Consolidated Statements of Comprehensive Income

(Unaudited)

(In millions)	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 36.6	\$ 20.6	\$ 90.1	\$ 51.9
Other comprehensive income:				
Defined benefit pension and other postretirement employee benefits:				
Amortization of actuarial (gain) loss included in net periodic cost, net of tax of \$0.0, \$0.4, \$0.1 and \$1.2	(0.1)	1.1	(0.2)	3.5
Other comprehensive income, net of tax	(0.1)	1.1	(0.2)	3.5
Comprehensive income	\$ 36.6	\$ 21.8	\$ 89.9	\$ 55.4

The accompanying notes are an integral part of these consolidated financial statements.

CLEARWATER PAPER CORPORATION

Consolidated Statements of Cash Flows

(unaudited)

(In millions)

Operating activities

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 36.6	\$ 20.6	\$ 90.1	\$ 51.9
Adjustments to reconcile net income to net cash flows provided by operating activities:				
Depreciation and amortization	24.4	26.2	73.8	77.4
Equity-based compensation expense	3.5	4.0	7.0	9.6
Deferred taxes	(4.4)	(1.6)	(7.3)	(5.8)
Defined benefit pension and other postretirement employee benefits	(0.4)	0.7	(1.5)	2.2
Amortization of deferred debt costs and debt retirement	0.3	0.5	0.9	1.8
Loss on sale or impairment associated with assets	0.3	1.2	1.4	5.8
Increase (decrease) in cash from changes in operating assets and liabilities:				
Accounts receivable	23.6	4.2	7.9	(17.6)
Inventories	6.9	(39.2)	(10.1)	(49.1)
Other current assets	2.9	1.4	8.6	5.6
Accounts payable and accrued liabilities	(6.0)	(4.4)	(46.9)	50.0
Other, net	0.4	(0.3)	1.0	1.1
Net cash flows provided by operating activities	88.2	13.3	125.0	132.8
Investing activities				
Additions to property, plant and equipment, net ¹	(14.2)	(6.7)	(48.5)	(19.9)
Net cash flows used in investing activities	(14.2)	(6.7)	(48.5)	(19.9)
Financing activities				
Borrowings on short-term debt	—	—	12.0	—
Repayments of borrowings on short-term debt	—	—	(12.0)	—
Repayments of long-term debt	(0.2)	(25.3)	(0.7)	(80.8)
Taxes paid related to net share settlement of equity awards	(0.1)	—	(4.7)	(2.5)
Repurchases of common stock	(5.0)	(1.0)	(15.1)	(4.9)
Other, net	(0.1)	0.7	(0.2)	0.7
Net cash flows used in financing activities	(5.5)	(25.7)	(20.7)	(87.6)
Increase (decrease) in cash, cash equivalents and restricted cash	68.5	(19.1)	55.8	25.3
Cash, cash equivalents and restricted cash at beginning of period	41.7	70.6	54.4	26.2
Cash, cash equivalents and restricted cash at end of period	\$ 110.2	\$ 51.5	\$ 110.2	\$ 51.5

Supplemental disclosures of cash flow information

Cash paid for interest, net of amounts capitalized	\$ 14.6	\$ 15.4	\$ 29.9	\$ 32.3
Cash paid for income taxes	\$ 12.8	\$ 12.9	\$ 28.0	\$ 25.4

Cash, cash equivalents, and restricted cash

Cash and cash equivalents	\$ 110.2	\$ 50.8	\$ 110.2	\$ 50.8
Restricted cash included in other current assets, net	—	0.7	—	0.7
Total cash, cash equivalents and restricted cash	\$ 110.2	\$ 51.5	\$ 110.2	\$ 51.5

¹ Capital expenditures of \$16.5 million and \$7.3 million that have not been paid as of September 30, 2023 and 2022 were excluded from the Statements of Cash Flows.

The accompanying notes are an integral part of these consolidated financial statements.

CLEARWATER PAPER CORPORATION

Consolidated Statements of Stockholders' Equity

(Unaudited)

(In millions, except share amounts which are in thousands)	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2021	16,692	\$ —	\$ 23.6	\$ 530.7	\$ (42.6)	\$ 511.7
Net income	—	—	—	16.6	—	16.6
Stock-based compensation expense	—	—	2.0	—	—	2.0
Issuance of shares under stock plans, net	119	—	(1.5)	—	—	(1.5)
Pension and other postretirement employee benefits, net of tax of \$0.4	—	—	—	—	1.1	1.1
Balance at March 31, 2022	16,811	\$ —	\$ 24.1	\$ 547.3	\$ (41.4)	\$ 530.0
Net income	—	—	—	14.7	—	14.7
Stock-based compensation expense	—	—	3.8	—	—	3.8
Issuance of shares under stock plans, net	78	—	(1.0)	—	—	(1.0)
Pension and other postretirement employee benefits, net of tax of \$0.4	—	—	—	—	1.1	1.1
Repurchases of common stock	(119)	—	(3.9)	—	—	(3.9)
Balance at June 30, 2022	16,770	\$ —	\$ 23.0	\$ 562.0	\$ (40.3)	\$ 544.7
Net income	—	—	—	20.6	—	20.6
Stock-based compensation expense	—	—	3.0	—	—	3.0
Issuance of shares under stock plans, net	23	—	0.7	—	—	0.7
Pension and other postretirement employee benefits, net of tax of \$0.4	—	—	—	—	1.1	1.1
Repurchases of common stock	(31)	—	(1.0)	—	—	(1.0)
Balance at September 30, 2022	16,762	\$ —	\$ 25.7	\$ 582.7	\$ (39.1)	\$ 569.2

(In millions, except share amounts which are in thousands)	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2022	16,762	\$ —	\$ 28.5	\$ 576.8	\$ (33.3)	\$ 572.1
Net income	—	—	—	23.8	—	23.8
Stock-based compensation expense	—	—	2.2	—	—	2.2
Issuance of shares under stock plans, net	242	—	(4.2)	—	—	(4.2)
Pension and other postretirement employee benefits, net of immaterial tax	—	—	—	—	(0.1)	(0.1)
Repurchases of common stock	(51)	—	(1.7)	—	—	(1.7)
Balance at March 31, 2023	16,953	\$ —	\$ 24.7	\$ 600.6	\$ (33.4)	\$ 592.0
Net income	—	—	—	29.7	—	29.7
Stock-based compensation expense	—	—	1.7	—	—	1.7
Issuance of shares under stock plans, net	18	—	(0.4)	—	—	(0.4)
Pension and other postretirement employee benefits, net of immaterial tax	—	—	—	—	(0.1)	(0.1)
Repurchases of common stock	(263)	—	(8.4)	—	—	(8.4)
Balance at June 30, 2023	16,708	\$ —	\$ 17.7	\$ 630.3	\$ (33.4)	\$ 614.5
Net income	—	—	—	36.6	—	36.6
Stock-based compensation expense	—	—	2.5	—	—	2.5
Issuance of shares under stock plans, net	6	—	(0.1)	—	—	(0.1)
Pension and other postretirement employee benefits, net of immaterial tax	—	—	—	—	(0.1)	(0.1)
Repurchases of common stock	(150)	—	(5.0)	—	—	(5.0)
Balance at September 30, 2023	16,563	\$ —	\$ 15.1	\$ 666.9	\$ (33.5)	\$ 648.5

The accompanying notes are an integral part of these consolidated financial statements.

Clearwater Paper Corporation
Notes to Consolidated Financial Statements
(Unaudited)

Note 1 Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments) necessary to present fairly, in all material respects, the consolidated financial position, results of operations, stockholders' equity and cash flows for us and our subsidiaries for the interim periods presented. Results of operations for interim periods are not necessarily indicative of results to be expected for an entire year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2022. All dollar amounts are shown in millions, except per share.

Note 2 Recently Adopted Accounting Standards

In September 2022, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2022-04, *Liabilities—Supplier Finance Programs (Subtopic 405-50)*. This standard requires disclosure of the key terms of outstanding supplier finance programs and a roll forward of the related obligations. The new standard does not affect the recognition, measurement or financial statement presentation of supplier finance program obligations. The ASU became effective January 1, 2023, except for the roll forward requirement, which becomes effective January 1, 2024. This ASU, except for the roll forward requirement, was adopted retrospectively as of January 1, 2023 and did not have a material impact on our consolidated financial statements other than expanded disclosures.

Note 3 Fair Value Measurements

Carrying amounts reported on the consolidated balance sheets for cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate fair value due to the short-term maturity of these instruments.

The fair value of our debt is included in the following table:

	September 30, 2023	December 31, 2022
2014 Notes, maturing 2025, fixed interest rate	\$ 262.6	\$ 263.1
2020 Notes, maturing 2028, fixed interest rate	234.4	241.2
	<u>\$ 497.0</u>	<u>\$ 504.3</u>

Note 4 Receivables

Receivables consist of:

	September 30, 2023	December 31, 2022
Trade accounts receivable	\$ 164.9	\$ 167.6
Allowance for current expected credit losses	(1.5)	(1.4)
Unbilled receivables	4.0	9.1
Taxes receivable	2.6	10.6
Other	3.1	2.9
	<u>\$ 173.0</u>	<u>\$ 188.8</u>

Note 5 Inventories

Inventories are stated at the lower of net realizable value or current cost using the average cost method and consist of:

	September 30, 2023	December 31, 2022
Logs, chips and sawdust	\$ 20.9	\$ 23.6
Pulp	14.8	16.8
Paperboard and tissue products	175.3	171.9
Materials and supplies	122.4	111.7
	<u>\$ 333.3</u>	<u>\$ 324.0</u>

Note 6 Property, plant and equipment

Property, plant and equipment consist of:

	September 30, 2023	December 31, 2022
Land and land improvements	\$ 106.1	\$ 106.1
Buildings and improvements	458.2	456.8
Machinery and equipment	2,358.4	2,346.5
Construction in progress	49.3	23.9
	2,972.1	2,933.4
Less accumulated depreciation and amortization	(1,978.3)	(1,916.3)
Property, plant and equipment, net	\$ 993.8	\$ 1,017.1

Note 7 Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of:

	September 30, 2023	December 31, 2022
Trade payables	\$ 164.8	\$ 213.0
Accrued compensation	41.4	41.9
Operating lease liabilities	14.6	12.0
Other accrued liabilities	39.2	44.2
	\$ 260.0	\$ 311.1

Included in accounts payable and accrued liabilities are \$16.5 million and \$15.7 million related to capital expenditures that had not yet been paid as of September 30, 2023 and December 31, 2022.

We maintain a program with a financial institution to provide our vendors with an option to receive payment earlier than our standard payment terms. Vendors receive payment directly from the financial institution. We are obligated to repay the financial institution in the next billing cycle which is generally 35 to 60 days later than payment to the supplier. As of September 30, 2023 and December 31, 2022, \$11.8 million and \$14.5 million of outstanding obligations under this program were included in other accrued liabilities in the Consolidated Balance Sheets.

Note 8 Income Taxes

For interim periods, accounting standards require that income tax expense be determined by applying the estimated annual effective income tax rate to year-to-date results, unless this method does not result in a reliable estimate of year-to-date income tax expense. Each period, the income tax accrual is adjusted to the latest estimate and the difference from the previously accrued year-to-date balance is adjusted to the current quarter.

For the nine months ended September 30, 2023, our income tax provision was \$29.6 million as compared to \$29.3 million in the same period in 2022. Our effective tax rate for the nine months ended September 30, 2023 was 24.7%, which varied from the U.S. federal statutory tax rate of 21.0% primarily due to the effects of state taxes and nondeductible compensation. Our effective tax rate for the nine months ended September 30, 2022 was 36.1%, which varied from the U.S. federal statutory tax rate of 21.0% primarily due to adjustments in tax positions under audit related to the disallowance of a previously taken federal tax credits based upon interpretation of the law, the effects of state taxes, and nondeductible compensation.

Note 9 Other Operating Charges

The major components of "Other operating charges, net" in the Consolidated Statements of Operations for the quarter and nine months ended September 30, 2023 and 2022 are reflected in the table below and described in the paragraphs following the table. These items are considered outside of our core operations.

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Reorganization and other expenses	\$ —	\$ —	\$ —	\$ 1.6
Costs associated with mill closure	—	—	—	0.4
Loss on sale or impairment associated with assets	0.3	1.2	1.4	5.8
Directors' equity-based compensation expense	1.0	1.0	0.6	0.7
Other	0.5	—	0.4	—
	<u>\$ 1.8</u>	<u>\$ 2.2</u>	<u>\$ 2.4</u>	<u>\$ 8.5</u>

2023

During the third quarter of 2023, we recorded \$1.8 million of expense in "Other operating charges, net." The main components of the expense include:

- loss of \$0.3 million associated with the impairment of equipment and related spare parts no longer being used; and
- expense of \$1.0 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

During the second quarter of 2023, we recorded \$0.4 million of income in "Other operating charges, net." The main components of the income include:

- reversal of expense of \$0.2 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

During the first quarter of 2023, we recorded \$1.1 million of expense in "Other operating charges, net." The main components of the expense include:

- loss of \$1.1 million associated with the impairment of equipment and related spare parts no longer being used; and
- reversal of expense of \$0.2 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

2022

During the third quarter of 2022, we recorded \$2.2 million of expense in "Other operating charges, net." The components of the expense include:

- loss of \$1.2 million associated with the impairment of equipment no longer being used; and
- expense of \$1.0 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

During the second quarter of 2022, we recorded \$5.7 million of expense in "Other operating charges, net." The components of the expense include:

- loss of \$4.6 million associated with the impairment of equipment previously located at a closed facility which will not be re-installed; and
- expense of \$1.1 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

During the first quarter of 2022, we recorded \$0.5 million of expense in "Other operating charges, net." The components of the expense include:

- expense of \$1.5 million related to reorganization and other expenses including consulting fees associated with our efforts to achieve long-term performance improvements;
- expense of \$0.4 million associated with mill closure costs; and
- reversal of expense of \$1.4 million relating to directors' equity-based compensation which is remeasured each period based upon changes in our stock price.

Note 10 Non-Operating Expense

The components of "Non-operating expense" in the Consolidated Statements of Operations for the quarter and nine months ended September 30, 2023 and 2022 are reflected in the table below:

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest expense	\$ (7.4)	\$ (8.0)	\$ (22.6)	\$ (26.6)
Amortization of deferred debt costs	(0.3)	(0.4)	(0.9)	(1.2)
Interest income	0.9	0.3	1.5	0.4
Interest expense, net	(6.9)	(8.0)	(22.0)	(27.3)
Debt retirement costs	—	—	—	(0.5)
Non-operating pension and other postretirement employee benefits (expense)	0.1	(1.4)	0.3	(4.3)
Total non-operating expense	\$ (6.8)	\$ (9.4)	\$ (21.7)	\$ (32.1)

Note 11 Retirement Plans and Postretirement Benefits

The following table details the components of net periodic cost of our company-sponsored pension and other postretirement employee benefit plans for the periods presented:

Pension Benefit Plans	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Service cost	\$ 0.9	\$ 0.5	\$ 2.6	\$ 1.6
Interest cost	3.1	2.2	9.3	6.6
Expected return on plan assets	(3.8)	(2.8)	(11.4)	(8.5)
Amortization of actuarial loss	—	1.5	0.1	4.6
Net periodic cost	\$ 0.2	\$ 1.5	\$ 0.6	\$ 4.4

Other Postretirement Employee Benefit Plans	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Service cost	\$ —	\$ 0.1	\$ 0.1	\$ 0.3
Interest cost	0.7	0.5	2.1	1.5
Amortization of actuarial gain	(0.1)	—	(0.4)	—
Net periodic cost	\$ 0.6	\$ 0.6	\$ 1.8	\$ 1.8

We record the service component of net periodic cost as part of "Cost of sales" and "Selling, general, and administrative expenses," while the non-service components of net periodic cost are recorded to "Other non-operating (expense) income" on our Consolidated Statements of Operations. For the quarter and nine months ended September 30, 2023, we recorded \$0.8 million and \$2.3 million to "Cost of sales" and \$0.1 million and \$0.4 million to "Selling, general, and administrative expenses." For the quarter and nine months ended September 30, 2022, we recorded \$0.5 million and \$1.6 million to "Cost of sales" and less than \$0.1 million and \$0.3 million to "Selling, general, and administrative expenses."

Note 12 Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, net of tax, is comprised of the following:

	Pension Plan Adjustments	Other Post Retirement Employee Benefit Plan Adjustments	Total
Balance at December 31, 2021	\$ (42.8)	\$ 0.3	\$ (42.6)
Amounts reclassified from accumulated other comprehensive loss	3.5	—	3.5
Balance at September 30, 2022	<u>\$ (39.4)</u>	<u>\$ 0.3</u>	<u>\$ (39.1)</u>
Balance at December 31, 2022	\$ (46.5)	\$ 13.3	\$ (33.3)
Amounts reclassified from accumulated other comprehensive loss	—	(0.3)	(0.2)
Balance at September 30, 2023	<u>\$ (46.5)</u>	<u>\$ 13.0</u>	<u>\$ (33.5)</u>

Note 13 Stockholders' Equity

Common Stock Plans

We have stock-based compensation plans under which restricted stock awards and stock options are outstanding or granted subject to time or performance vesting requirements. As of September 30, 2023, approximately 0.9 million shares were available for future issuance under our current plan.

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Total stock-based compensation expense	\$ 3.5	\$ 4.0	\$ 7.0	\$ 9.6
Impact on cash flow due to taxes paid related to net share settlement of equity awards	\$ 0.1	\$ —	\$ 4.7	\$ 2.5

As of September 30, 2023, there was \$14.6 million of total unrecognized compensation cost related to outstanding restricted stock unit awards.

During the nine months ended September 30, 2023, we granted 216,379 restricted stock units (time vesting) at an average grant date fair value of \$37.66 per share and 196,451 restricted stock units (performance vesting) at an average grant date fair value of \$40.47 per share.

Note 14 Earnings per Share

Basic income per share is based on the weighted-average number of shares of common stock outstanding. Diluted income per share is based upon the weighted-average number of shares of common stock outstanding plus all potentially dilutive securities that were assumed to be converted into common shares at the beginning of the period under the treasury stock method. This method requires the effect of potentially dilutive common stock equivalents be excluded from the calculation of diluted earnings per share for the periods in which net losses are reported because the effect is anti-dilutive.

(In thousands)	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Basic weighted-average common shares outstanding	16,682	16,754	16,800	16,777
Incremental shares due to:				
Stock-based awards	120	197	139	181
Performance shares	94	137	112	127
Stock options	—	6	—	—
Diluted weighted-average common shares outstanding	<u>16,895</u>	<u>17,093</u>	<u>17,051</u>	<u>17,085</u>

Shares excluded from the computation of diluted earnings per share were 0.3 million and 0.4 million for the quarter and nine months ended September 30, 2023 and 0.2 million and 0.3 million for the quarter and nine months ended September 30, 2022 as they were either antidilutive (not in-the-money) or the required performance conditions were not met.

Note 15 Segment Information

We operate in two segments: Pulp and Paperboard and Consumer Products. Our business units have been aggregated into these two segments based upon the similarity of economic characteristics, customers and distribution methods. Our results of operations are summarized below for each of these segments separately. Segment information was prepared in accordance with the same accounting principles as those described in Note 1 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2022.

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Segment net sales:				
Pulp and Paperboard	\$ 261.4	\$ 300.8	\$ 812.4	\$ 862.8
Consumer Products	259.3	241.0	761.3	696.1
Eliminations	(0.8)	(3.0)	(3.8)	(5.6)
Net sales	<u>\$ 519.9</u>	<u>\$ 538.8</u>	<u>\$ 1,569.9</u>	<u>\$ 1,553.3</u>
Operating income (loss):				
Pulp and Paperboard	\$ 42.7	\$ 63.7	\$ 141.8	\$ 165.9
Consumer Products	31.4	5.2	60.6	9.6
Corporate and eliminations	(18.0)	(17.8)	(58.5)	(53.8)
Other operating charges, net	(1.8)	(2.2)	(2.4)	(8.5)
Income from operations	<u>\$ 54.4</u>	<u>\$ 48.9</u>	<u>\$ 141.5</u>	<u>\$ 113.3</u>

Net sales, classified by major products, were as follows:

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Major products:				
Paperboard	\$ 253.8	\$ 292.7	\$ 789.7	\$ 834.6
Retail tissue	257.7	237.1	756.5	682.3
Pulp	5.3	4.6	15.5	18.5
Other	4.0	7.3	12.1	23.5
Eliminations	(0.8)	(3.0)	(3.8)	(5.6)
Total net sales	<u>\$ 519.9</u>	<u>\$ 538.8</u>	<u>\$ 1,569.9</u>	<u>\$ 1,553.3</u>

Note 16 Subsequent Events

On October 27, 2023, we notified the holders of our 5.375% Senior Notes due 2025 that we elected to redeem all of the currently outstanding \$270 million aggregate principal amount on November 27, 2023. In connection with the redemption of these notes, we entered into a new revolving term credit agreement with an initial draw of \$150 million. This amount along with cash on hand and a \$60 million draw on our existing ABL facility was irrevocably deposited with the Trustee to fund the redemption of these notes on the Redemption Date. As a result of this deposit, our obligations under the Indenture have been discharged.

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto included herein and our audited Consolidated Financial Statements and Notes thereto for the year ended December 31, 2022, as well as the information under the heading “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” that are part of our Annual Report on Form 10-K for the year ended December 31, 2022.

OVERVIEW

Executive Summary

We recorded net sales of \$519.9 million for the quarter ended September 30, 2023 compared to \$538.8 million for the quarter ended September 30, 2022. We recorded net income for the quarter ended September 30, 2023 of \$36.6 million, or \$2.17 per diluted share, compared to net income of \$20.6 million or \$1.21 per diluted share for the quarter ended September 30, 2022. We recorded Adjusted EBITDA for the quarter ended September 30, 2023 of \$80.6 million compared to \$77.3 million for the quarter ended September 30, 2022.

We recorded an increase of 1% in net sales to \$1.6 billion for the nine months ended September 30, 2023 compared to \$1.6 billion for the nine months ended September 30, 2022. We recorded net income for the nine months ended September 30, 2023 of \$90.1 million, or \$5.29 per diluted share, compared to net income of \$51.9 million or \$3.04 per diluted share for the nine months ended September 30, 2022. We recorded Adjusted EBITDA for the nine months ended September 30, 2023 of \$217.6 million compared to \$199.2 million for the nine months ended September 30, 2022.

See discussion on segment level results regarding net sales, operating results and Adjusted EBITDA in “Our Operating Results” below.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles (GAAP) requires our management to select and apply accounting policies that best provide the framework to report our results of operations and financial position. The selection and application of those policies requires management to make difficult, subjective and complex judgments concerning reported amounts of revenue and expenses during the reporting period and the reported amounts of assets and liabilities at the date of the financial statements. As a result, it is possible that materially different amounts would be reported under different conditions or using different assumptions.

As of September 30, 2023 there have been no significant changes with regard to the critical accounting policies and estimates disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

NON-GAAP MEASURES

In evaluating our business, we utilize several non-GAAP financial measures. A non-GAAP financial measure is generally defined by the SEC as one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so excluded or included under applicable GAAP guidance. In this report on Form 10-Q, we disclose overall and segment income from operations before interest expense, net, other non-operating costs, taxes, depreciation and amortization, debt retirement costs, other operating charges, net, and Adjusted EBITDA which is a non-GAAP financial measure. Adjusted EBITDA is not a substitute for the GAAP measure of net income or for any other GAAP measures of operating performance.

We have included Adjusted EBITDA on a consolidated and segment basis in this report because we use them as important supplemental measures of our performance and believe that they are frequently used by securities analysts, investors and other interested persons in the evaluation of companies in our industry, some of which present Adjusted EBITDA when reporting their results. We also use Adjusted EBITDA to evaluate our performance as compared to other companies in our industry that have different financing and capital structures and/or tax rates. In addition, we use Adjusted EBITDA: (i) as a factor in evaluating management’s performance when determining incentive compensation, (ii) to evaluate the effectiveness of the company’s business strategies, and (iii) because the company’s credit agreement and the indentures governing the company’s outstanding notes use metrics similar to Adjusted EBITDA to measure the company’s compliance with certain covenants.

It should be noted that companies calculate Adjusted EBITDA differently and, therefore, our Adjusted EBITDA measures may not be comparable to Adjusted EBITDA reported by other companies. Our Adjusted EBITDA measures have material limitations as performance measures because they exclude interest expense, income tax provision and depreciation and amortization which are necessary to operate our business or which we otherwise incur or experience in connection with the

operation of our business. In addition, we exclude other income and expense items which are outside of our core operations.

The following table provides our Adjusted EBITDA for the periods presented, as well as a reconciliation to net income and segment operating income.

(In millions)	Quarter Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 36.6	\$ 20.6	\$ 90.1	\$ 51.9
Income tax provision	11.0	18.9	29.6	29.3
Interest expense, net	6.9	8.0	22.0	27.3
Depreciation and amortization	24.4	26.2	73.8	77.4
Other operating charges, net	1.8	2.2	2.4	8.5
Debt retirement costs	—	—	—	0.5
Other non-operating (income) expense	(0.1)	1.4	(0.3)	4.3
Adjusted EBITDA	<u>\$ 80.6</u>	<u>\$ 77.3</u>	<u>\$ 217.6</u>	<u>\$ 199.2</u>
Pulp and Paperboard segment income	\$ 42.7	\$ 63.7	\$ 141.8	\$ 165.9
Depreciation and amortization	9.4	9.3	27.9	27.8
Adjusted EBITDA Pulp and Paperboard segment	<u>\$ 52.1</u>	<u>\$ 73.0</u>	<u>\$ 169.6</u>	<u>\$ 193.7</u>
Consumer Products segment income	\$ 31.4	\$ 5.2	\$ 60.6	\$ 9.6
Depreciation and amortization	14.4	16.0	44.1	46.9
Adjusted EBITDA Consumer Products segment	<u>\$ 45.8</u>	<u>\$ 21.2</u>	<u>\$ 104.7</u>	<u>\$ 56.6</u>
Corporate and other expense	\$ (18.0)	\$ (17.8)	\$ (58.5)	\$ (53.8)
Depreciation and amortization	0.6	0.9	1.8	2.6
Adjusted EBITDA Corporate and other	<u>\$ (17.4)</u>	<u>\$ (16.9)</u>	<u>\$ (56.7)</u>	<u>\$ (51.1)</u>
Pulp and Paperboard segment	\$ 52.1	\$ 73.0	\$ 169.6	\$ 193.7
Consumer Products segment	45.8	21.2	104.7	56.6
Corporate and other	(17.4)	(16.9)	(56.7)	(51.1)
Adjusted EBITDA	<u>\$ 80.6</u>	<u>\$ 77.3</u>	<u>\$ 217.6</u>	<u>\$ 199.2</u>

OUR OPERATING RESULTS

Our operating results for each of our segments are discussed below. See Note 15 "Segment Information" of the Notes to the Consolidated Financial Statements included in Item 1 of this report for further information regarding our segments.

Pulp and Paperboard Segment

(Dollars in millions, except per unit and paperboard shipments)	Quarter Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Increase (decrease)	2023	2022	Increase (decrease)
Sales:						
Paperboard	\$ 253.8	\$ 292.7	(13.3)%	\$ 789.7	\$ 834.6	(5.4)%
Pulp	5.3	4.6	14.9 %	15.5	18.5	(16.2)%
Other	2.3	3.5	(33.3)%	7.2	9.7	(25.8)%
	<u>\$ 261.4</u>	<u>\$ 300.8</u>	<u>(13.1)%</u>	<u>\$ 812.4</u>	<u>\$ 862.8</u>	<u>(5.8)%</u>
Operating income	\$ 42.7	\$ 63.7	(32.9)%	\$ 141.8	\$ 165.9	(14.6)%
Operating margin	16.3 %	21.2 %		17.5 %	19.2 %	
Adjusted EBITDA	\$ 52.1	\$ 73.0	(28.6)%	\$ 169.6	\$ 193.7	(12.4)%
Adjusted EBITDA margin	19.9 %	24.3 %		20.9 %	22.5 %	
Paperboard shipments (short tons)	187,944	208,298	(9.8)%	563,502	625,557	(9.9)%
Paperboard sales price (per short ton) \$	1,350	\$ 1,405	(3.9)%	\$ 1,401	\$ 1,334	5.0 %

Sales volumes in our Pulp and Paperboard segment decreased for the quarter and nine months ended September 30, 2023 compared to the same periods in the prior year due to weaker demand as customers rebalance inventory levels due to reduced consumer spending. Sales prices decreased in our Pulp and Paperboard segment for the quarter ended September 30, 2023 compared to the same period in the prior year due to previously announced price decreases and changes in mix and increased for the nine months ended September 30, 2023 compared to the same period in the prior year due to the impacts of our previously announced price increases.

Overall, the decrease in operating income and Adjusted EBITDA for the quarter ended September 30, 2023 as compared to the same period in the prior year was primarily driven by lower sales volumes and sales prices, planned production downtime to manage inventories, partially offset by lower input costs, specifically in wood, energy, chemicals and freight. The decrease in operating income and Adjusted EBITDA for the nine months ended September 30, 2023 as compared to the same period in the prior year was primarily driven by lower sales volumes and planned production downtime to manage inventory, partially offset by higher sales prices.

Consumer Products Segment

(Dollars in millions, except per unit and shipments)	Quarter Ended September 30,			Nine Months Ended September 30,		
	2023	2022	Increase (decrease)	2023	2022	Increase (decrease)
Sales:						
Retail tissue	\$ 257.7	\$ 237.1	8.7 %	\$ 756.5	\$ 682.3	10.9 %
Other	1.7	3.8	(56.3)%	4.8	13.8	(65.2)%
	<u>\$ 259.3</u>	<u>\$ 241.0</u>	<u>7.6 %</u>	<u>\$ 761.3</u>	<u>\$ 696.1</u>	<u>9.4 %</u>
Operating income	\$ 31.4	\$ 5.2	499.9 %	\$ 60.6	\$ 9.6	529.2 %
Operating margin	12.1 %	2.2 %		8.0 %	1.4 %	
Adjusted EBITDA	\$ 45.8	\$ 21.2	115.6 %	\$ 104.7	\$ 56.6	85.0 %
Adjusted EBITDA margin	17.7 %	8.8 %		13.8 %	8.1 %	
Shipments (short tons)						
Retail	80,588	76,938	4.7 %	236,108	228,968	3.1 %
Other	1,422	2,322	(38.8)%	2,542	10,010	(74.6)%
	<u>82,010</u>	<u>79,260</u>	<u>3.5 %</u>	<u>238,650</u>	<u>238,978</u>	<u>(0.1)%</u>
Sales price (per short ton)						
Retail	\$ 3,198	\$ 3,082	3.7 %	\$ 3,204	\$ 2,980	7.5 %

Retail sales volumes in our Consumer Products segment increased for the quarter and the nine months ended September 30, 2023 compared to the same periods in the prior year due to the increased demand for private label versus branded products. Retail sales prices increased in our Consumer Products segment for the quarter and the nine months ended September 30, 2023 compared to the same periods in the prior year due to our previously announced price increases and improved product mix.

Overall, the increase in operating income and Adjusted EBITDA for the quarter ended September 30, 2023 compared to the same period in the prior year was driven by higher sales prices and lower input costs, primarily in pulp, freight, chemicals and energy costs. The increase in operating income and Adjusted EBITDA for the nine months ended September 30, 2023 compared to the same period in the prior year was driven by higher sales prices partially offset by higher input costs, primarily in freight and energy costs.

Corporate expenses

Corporate expenses for the quarter and nine months ended September 30, 2023 were \$18.0 million and \$58.5 million compared to \$17.8 million and \$53.8 million in the same periods in the prior year. The increase between periods is primarily related to costs associated with business process improvement projects and higher wages. Corporate expenses primarily consist of corporate overhead such as wages and benefits, professional fees, insurance and other expenses for corporate functions including certain executive officers, public company costs, information technology, financial services, environmental and safety, legal, supply management, human resources and other corporate functions not directly associated with the business operations.

Other operating charges

See Note 9 "Other operating charges" of the Notes to the Consolidated Financial Statements included in Item 1 of this report for additional information.

Potential impairments

We review from time to time possible dispositions or reorganization of various assets in light of current and anticipated economic and industry conditions, our strategic plan and other relevant factors. Because a determination to dispose or reorganize particular assets may require management to make assumptions regarding the transaction structure of the disposition or reorganization and to estimate the net sales proceeds, which may be less than previous estimates of undiscounted future net cash flows, we may be required to record impairment charges in connection with decisions to dispose of assets.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of liquidity are existing cash, cash generated by our operations and our ability to borrow under such credit facilities as we may have in effect from time to time. At times, we may also issue equity, debt or hybrid securities or engage in other capital market transactions. Due to the competitive and cyclical nature of the markets in which we operate, there is uncertainty regarding the amount of cash flows we will generate during the next twelve months. However, we believe that our cash flows from operations, our cash on hand and our borrowing capacity under our credit agreements will be adequate to fund debt service requirements and provide cash to support our ongoing operations, capital expenditures and working capital needs for the next twelve months.

Our principal uses of liquidity are paying the costs and expenses associated with our operations, servicing outstanding indebtedness and making capital expenditures. We may also from time to time prepay or repurchase outstanding indebtedness or shares or acquire assets or businesses that are complementary to our operations. Any such repurchases may be commenced, suspended, discontinued or resumed, and the method or methods of affecting any such repurchases may be changed at any time or from time to time without prior notice.

Operating Activities

Net cash flows provided by operating activities for the nine months ended September 30, 2023 were \$125.0 million compared to net cash flows provided by operating activities of \$132.8 million for the nine months ended September 30, 2022. This decrease was driven by higher cash outflows related to the major outage that occurred in the later portion of 2022 which did not occur in 2021 and higher inventory levels. This was partially offset by improved operating performance. Accounts receivable and accounts payable agings as of September 30, 2022 have remained relatively consistent with balances as of December 31, 2022.

Investing Activities

Net cash flows used in investing activities for the nine months ended September 30, 2023 were \$48.5 million compared to \$19.9 million in the same period of the prior year. Included in "Accounts payable and accrued liabilities" on our Consolidated Balance Sheets was \$16.5 million and \$7.3 million related to capital expenditures that had not yet been paid at September 30, 2023 and 2022.

During 2023, we expect cash paid for capital expenditures to be approximately \$70 million to \$80 million.

Financing Activities

During the nine months ended September 30, 2023, net cash used for financing activities was \$20.7 million. We used \$15.1 million to repurchase stock through our share repurchase program and \$4.7 million in connection with income tax withholding requirements associated with our employee stock-based compensation plans. Additionally, we borrowed and repaid \$12 million on our ABL credit facility to cover short term cash requirements.

During the nine months ended September 30, 2022, net cash used for financing activities was \$87.6 million. We used \$50 million to payoff our Term Loan Credit Agreement, \$30 million to make open market purchases of our 2014 Notes and \$4.9 million for common stock repurchases under our stock repurchase program.

ABL Credit Agreement

The ABL Credit Agreement includes a \$275 million revolving loan commitment, subject to borrowing base limitations. Borrowings under the ABL Credit Agreement are subject to mandatory prepayment in certain circumstances. We may also increase commitments under the ABL Credit Agreement in an aggregate principal amount of up to \$100 million, subject to obtaining commitments from any participating lenders and certain other conditions. This agreement contains certain customary representations, warranties, and affirmative and negative covenants.

As of September 30, 2023, we were in compliance with the ABL Credit Agreement, and based on our current financial projections, we expect to remain in compliance. However, if our financial position, results of operations or market conditions deteriorate, we may not be able to remain in compliance. There can be no assurance that we will be able to remain in compliance with our ABL Credit Agreement.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant developments with regard to our exposure to market risk for the quarter ended September 30, 2023. For a discussion of certain market risks to which we may be exposed, see Part II, “Item 7A, Quantitative and Qualitative Disclosures about Market Risk,” of our Annual Report on Form 10-K for the year ended December 31, 2022.

ITEM 4. Controls and Procedures

As of September 30, 2023, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have carried out, with the participation of our Disclosure Committee and management, an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Act). Based upon this evaluation, the CEO and CFO have concluded that our disclosure controls and procedures are effective to provide reasonable assurance that material information required to be disclosed by us in reports we file under the Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and that information required to be disclosed by us in the reports we file or submit under the Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended September 30, 2023 that has materially affected, or is likely to materially affect, our internal control over financial reporting.

Part II

ITEM 1. Legal Proceedings

We may from time to time be involved in claims, proceedings and litigation arising from our business and property ownership. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition.

ITEM 1A. Risk Factors

There are no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022. See Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022, entitled “Risk Factors.”

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On December 15, 2015, we announced that our Board of Directors had approved a stock repurchase program authorizing the repurchase of up to \$100 million of our common stock. The repurchase program authorizes purchases of our common stock from time to time through open market purchases, negotiated transactions or other means, including accelerated stock repurchases and 10b5-1 trading plans in accordance with applicable securities laws and other restrictions. We have no obligation to repurchase stock under this program and may suspend or terminate the program at any time.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2023 to July 31, 2023	83,578	\$ 32.08	83,578	\$ 12.1
August 1, 2023 to August 31, 2023	43,071	\$ 34.45	43,071	\$ 10.6
September 1, 2023 to September 30, 2023	23,645	\$ 35.88	23,645	\$ 9.7
Total	150,294	\$ 33.36	150,294	

Shares of common stock withheld as payment of withholding taxes and exercise prices in connection with the vesting or exercise of equity awards are not required to be disclosed under Item 703 of Regulation S-K and accordingly are excluded from the amounts in the table above.

ITEM 5. Other Information.

During the quarter ended September 30, 2023, none of our officers or directors adopted or terminated a Rule 10b5-1 arrangement or non-Rule 10b5-1 trading arrangement, as each is defined in Item 408(a) of regulation S-K.

ITEM 6. Exhibits

The following exhibits are filed as part of, or are incorporated by reference in, this report:

EXHIBIT	EXHIBIT DESCRIPTION	Filed herewith?	Incorporated by Reference		
			Form	Exhibit No.	Date Filed
31**	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X			
32**	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C Section 1350.	X			
10.1 ¹	Offer letter, dated July 30, 2023 between Sherri J. Baker and the Company.	X			
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema.				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.				
101.DEF	XBRL Taxonomy Extension Definition Linkbase.				
101.LAB	XBRL Taxonomy Extension Label Linkbase.				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				

** In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibit 32 hereto are deemed to accompany this Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

¹ Management contract or compensatory plan, contract or arrangement.

SIGNATURES

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 thereunto duly authorized.

CLEARWATER PAPER CORPORATION
(Registrant)

October 30, 2023

By: /s/ ARSEN S. KITCH

Arsen S. Kitch
President, Chief Executive Officer and Director
(Principal Executive Officer)

October 30, 2023

By: /s/ SHERRI J. BAKER

Sherri J. Baker
Senior Vice President, Chief Financial Officer
(Principal Financial Officer)