

FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

LOUISIANA-PACIFIC CORPORATION

(Exact name of registrant as specified in charter)

Delaware

93-0609074

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

111 S.W. Fifth Avenue

Portland, Oregon 97204

Telephone (503) 221-0800

(Address and telephone number of principal executive offices)

WILLIAM L. HEBERT

Treasurer

LOUISIANA-PACIFIC CORPORATION

111 S.W. Fifth Avenue

Portland, Oregon 97204

Telephone (503) 221-0800

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

Copies to:

Miller, Nash, Wiener, Hager & Carlsen

111 S.W. Fifth Avenue

Portland, Oregon 97204-3699

Attn: Kenneth W. Hergenhan

(503) 224-5858

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined in light of market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered                      | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|----------------------------|--|--|----------------------------|
| Common Stock, \$1 par value (including Preferred Stock Purchase Rights) | 750,000 shares             | \$31.8125                                    | \$23,859,375                                 | \$8,228                    |

- (1) Each share of Common Stock being registered hereby includes one-third of a preferred stock purchase right transferable only with such share.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457 based upon the average of the high and low sales prices of the Common Stock on July 28, 1994, as reported in the New York Stock Exchange Composite Transactions.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

LOUISIANA-PACIFIC CORPORATION

750,000 SHARES

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COMMON STOCK

\$1 Par Value

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This Prospectus covers 750,000 shares (the "Shares") of common stock, \$1 par value (the "Common Stock"), of Louisiana-Pacific Corporation ("Company") which may be offered for sale from time to time by the selling stockholders (the "Selling Stockholders") identified under "Selling Stockholders" herein. The Company will receive no part of the proceeds of any such sales. Underwriting discounts and commissions will be paid by the Selling Stockholders. Costs of registration are being borne by the Company.

See "Plan of Distribution" herein for a description of the manner in which the Shares may be sold.

The Selling Stockholders and any broker-dealers who may participate in a sale of the Shares may be deemed to be statutory underwriters within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), and the commissions paid or discounts or concessions allowed to any of such broker-dealers by any person, as well as any profits received on the resale of the Shares if any of such broker-dealers should purchase any Shares as a principal, may be deemed to be underwriting discounts and commissions under the Securities Act.

The last reported sale price of Common Stock on the New York Stock Exchange on August \_\_\_\_, 1994, was \$\_\_\_\_ per share.

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THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is August \_\_\_\_, 1994

## AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C.; 500 West Madison Street, Chicago, Illinois; and 7 World Trade Center, New York, New York. Copies of such material can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates.

Reports, proxy statements and other information concerning the Company can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which the Common Stock is listed.

This Prospectus constitutes part of a registration statement on Form S-3 (together with all amendments and exhibits, the "Registration Statement") filed by the Company with the Commission under the Securities Act of 1933, as amended. This Prospectus does not contain all of the information included in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. Reference is made to the Registration Statement for further information with respect to the Company and the Shares.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company incorporates herein by reference its annual report on Form 10-K for the year ended December 31, 1993, its quarterly report on Form 10-Q for the quarter ended March 31, 1994, and its current report on Form 8-K dated July 27, 1994, including the description of the Common Stock contained in Exhibit 99 to the current report.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering of the Common Stock to which this Prospectus relates shall be deemed to be incorporated by reference into this Prospectus.

The Company will provide without charge to each person to whom a copy of this Prospectus is delivered, upon the written or oral request of any such person, a copy of any or all the foregoing documents incorporated by reference herein (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Requests should be directed to Pamela A. Selis, Director, Corporate Communications, Louisiana-Pacific Corporation, 111 S.W. Fifth Avenue, Portland, Oregon 97204, telephone (503) 221-0800.

## THE COMPANY

The Company is a major forest products company which manufactures lumber, pulp, structural and other panel products, hardwood veneers, windows and doors and cellulose insulation. It operates 129 plants, mills, distribution centers in 27 U.S. states, Mexico and three Canadian provinces and has approximately 13,000 employees.

The Company's principal executive offices are located at 111 S.W. Fifth Avenue, Portland, Oregon 97204, and its telephone number is (503) 221-0800.

## SELLING STOCKHOLDERS

The following table sets forth the name of each Selling Stockholder, the amount of Common Stock owned by such Selling Stockholder at the date of this Prospectus, the number of Shares to be offered by such Selling Stockholder and the amount of Common Stock to be owned by such Selling Stockholder after completion of the offering assuming all the Shares are sold. At the date of this Prospectus, the Selling Stockholders own in the aggregate less than 1% of the outstanding Common Stock.

-----Shares of Common Stock-----

|  | Presently Owned | To Be Offered | To Be Owned<br>After Offering |
|--|-----------------|---------------|-------------------------------|
| Jerry M. Long and<br>Lois Long             | 439,121         | 439,121       | 0                             |
| Bradford H. Crozier                        | 30,189          | 30,189        | 0                             |
| Peter J. Palmer                            | 92,691          | 92,691        | 0                             |
| Sidney Carrie and<br>Betty Carrie          | 63,673          | 63,673        | 0                             |
| Robert L. Maes and<br>Carole J. Maes       | 63,673          | 63,673        | 0                             |
| Liccardo, Rossi, Sturges<br>& McNeil, APLC | 37,500          | 37,500        | 0                             |
| Edward W. Dougherty                        | 23,153          | 23,153        | 0                             |

On July 29, 1994, a subsidiary of the Company merged into Creative Point, Inc., a California corporation ("Creative Point"). As a result of the merger, Creative Point became a wholly owned subsidiary of the Company and the stock of Creative Point outstanding immediately prior to the merger, all of which was held by the Selling Stockholders, was converted into the Shares. Jerry M. Long, Peter J. Palmer and Edward W. Dougherty who served as Chairman and Chief Executive, Vice President, Engineering, and Vice President, Sales, respectively, of Creative Point prior to the merger have continued in such offices since the merger.

## PLAN OF DISTRIBUTION

The shares may be offered from time to time by the Selling Stockholders on the New York Stock Exchange or, with the Company's prior consent, on other stock exchanges on which the Common Stock may then be traded or in the over-the-counter market, at prices and at terms then prevailing, or in negotiated transactions or otherwise.

## MISCELLANEOUS

No person has been authorized to give any information or to make any representation other than those contained in this Prospectus in connection with this offering and, if given or made, such information or representation must not be relied upon as having been authorized by the Company or any Selling Stockholder. This Prospectus does not constitute an offer to sell or a solicitation of an offer to purchase any of the Shares in any jurisdiction to any person to whom such offer would be unlawful. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances,

create any implication that the information herein is correct as of any time subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

|                              |                   |
|------------------------------|-------------------|
| Registration fee . . . . .   | \$ 8,228          |
| Accounting services. . . . . | 2,000*            |
| Legal services . . . . .     | 7,000*            |
| Miscellaneous. . . . .       | 772*              |
| Total. . . . .               | <u>\$ 18,000*</u> |

\*Estimated

Item 15. Indemnification of Directors and Officers.

Indemnification

Section 174 of the Delaware General Corporation Law ("Law") provides that any director against whom a claim shall be successfully asserted under said section for an unlawful payment of a dividend or an unlawful stock purchase or redemption shall be entitled to be subrogated to the rights of the corporation against stockholders who received the dividend on, or assets for the sale or redemption of, their stock with knowledge that the same was unlawful. Said section also provides that any such director shall be entitled to contribution from the other directors who voted for or concurred in the unlawful dividend, stock purchase, or redemption.

The registrant's certificate of incorporation and bylaws provide that the registrant shall indemnify its officers and directors to the full extent permitted by Section 145 of the Law, as amended from time to time. Said Section 145 authorizes a corporation, under certain conditions, to indemnify each person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), against certain expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative in which he was or is a party or is threatened to be made a party by reason of being or having been such director, officer, employee, or agent. In addition to the indemnification authorized by Section 145 of the Law, the registrant's bylaws provide that the registrant shall indemnify any natural person (not including non-employee lawyers, accountants, actuaries, investment advisers, or arbitrators acting in such capacity) who is or was serving in a fiduciary capacity with respect to one of the registrant's employee benefit or welfare plans or who is or was performing any service or duty on behalf of the registrant with respect to such a plan, against all expenses, judgments, fines, and amounts paid in settlement incurred by such person in connection with any action or proceeding arising out of such service or performance, to the extent such expenses and amounts are insurable but not covered by collectible insurance or otherwise indemnified. Such indemnification shall not be available to any person who participated in or knowingly failed to take appropriate action with respect to any violation of any responsibilities or obligations imposed upon fiduciaries by law, knowing such to be a violation of such responsibilities or obligations.

Insurance

The registrant maintains directors' and officers' liability insurance under which its officers and directors are insured against loss (as defined) as a result of claims brought against them based upon their acts or omissions in such capacities.

Item 16. Exhibits.

The following exhibits are filed herewith:

| Exhibit | Description of Exhibit  |
|---------|---|
| 4.A     | Articles Fourth, Fifth, Seventh, Eighth, Ninth, and Tenth of the registrant's Restated Certificate of Incorporation. Incorporated by reference to Exhibit 3(a) to the registrant's Form 10-Q report for the second quarter of 1993.             |
| 4.B     | Article I, Sections 2 and 11 of Article II, Article IV, Article VII, and Article X of the registrant's Bylaws. Incorporated by reference to Exhibit 3(b) to the registrant's Form 10-Q report for the second quarter of 1993.                   |
| 4.C     | Rights Agreement as Restated as of February 3, 1991, between the registrant and First Chicago Trust Company of New York as Rights Agent. Incorporated by reference to Exhibit 4 to the registrant's Form 8-K report dated as of March 18, 1991. |
| 5       | Opinion of Miller, Nash, Wiener, Hager & Carlsen.   |
| 23.A    | Consent of Arthur Andersen & Co., independent public accountants.   |
| 23.B    | Consent of Miller, Nash, Wiener, Hager & Carlsen (included in Exhibit 5).   |
| 24      | Power of attorney.  |

Other exhibits listed in Item 601 of Regulation S-K are not applicable.

Item 17. 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 of 1933 ("Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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;

(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 information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 ("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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 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.

(h) 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 provisions described in Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange 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. The undertaking of the registrant in the preceding sentence does not apply to insurance against liability arising under the Securities Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on August 2, 1994.

LOUISIANA-PACIFIC CORPORATION  
(Registrant)

By /s/ William L. Hebert

William L. Hebert  
Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on August 2, 1994, in the capacities indicated.

Signature Title

|  |   |  |
|--|---|--|
|  | * |  |
| /s/ Harry A. Merlo<br>Harry A. Merlo             |   | Chairman, President and Director (Principal Executive Officer) |
| /s/ William L. Hebert<br>William L. Hebert       |   | Treasurer (Principal Financial Officer)                        |
|  | * |  |
| /s/ James F. Ellisor<br>James F. Ellisor         |   | Controller, Operations (Principal Accounting Officer)          |
|  | * |  |
| /s/ Pierre S. du Pont IV<br>Pierre S. du Pont IV |   | Director   |
|  | * |  |
| /s/ James Eisses<br>James Eisses                 |   | Executive Vice President and Director                          |
|  | * |  |
| /s/ Bonnie Guiton Hill<br>Bonnie Guiton Hill     |   | Director   |
|  | * |  |
| /s/ Donald R. Kayser<br>Donald R. Kayser         |   | Director   |
|  | * |  |
| /s/ Francine I. Neff<br>Francine I. Neff         |   | Director   |
|  | * |  |
| /s/ Ronald L. Paul<br>Ronald L. Paul             |   | Vice President-Operations and Director                         |
|  | * |  |
| /s/ Charles E. Yeager<br>Charles E. Yeager       |   | Director   |

\* By William L. Hebert, as attorney-in-fact for each officer or director after whose name an asterisk appears.



EXHIBIT 5

July 29, 1994

Louisiana-Pacific Corporation  
111 S.W. Fifth Avenue  
Portland, Oregon 97204

Subject: Registration Statement on Form S-3  
750,000 shares, common stock, \$1 par value

Gentlemen:

Reference is made to the Registration Statement on Form S-3 ("Registration Statement") to be filed by Louisiana-Pacific Corporation, a Delaware corporation ("L-P"), with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended, 750,000 shares ("Shares") of the outstanding common stock, \$1 par value, of L-P to be offered and sold from time to time by the selling stockholders referred to therein.

As counsel for L-P, we are familiar with the actions taken by the stockholders and board of directors of L-P with respect to the authorization and issuance of the Shares. We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, certificates of public officials, and other documents as we have deemed necessary or relevant as a basis for the opinion set forth herein.

Based on the foregoing, it is our opinion that:

1. L-P is a corporation duly organized, validly existing and in good standing under the laws of the state of Delaware.
2. The Shares have been legally issued and are fully paid and nonassessable.

We consent to the use of this opinion in the Registration Statement and in any amendments thereto.

Very truly yours,

MILLER, NASH, WIENER, HAGER & CARLSEN

By /s/ Kenneth W. Hergenhan  
Kenneth W. Hergenhan



EXHIBIT 23.A

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 4, 1994, included in Louisiana-Pacific Corporation's Form 10-K for the year ended December 31, 1993.

ARTHUR ANDERSEN & CO.

Portland, Oregon  
August 1, 1994



## EXHIBIT 24

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Harry A. Merlo, William L. Hebert, and Anton C. Kirchhof, Jr., and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all such person's capacities with Louisiana-Pacific Corporation, a Delaware corporation (the "Corporation"), to sign a registration statement on Form S-3 relating to the common stock, \$1 par value, of the Corporation, and any and all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or each of them, or their or his substitute hereof, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this power of attorney has been executed by the undersigned as of this 24th day of July, 1994.

Signature

Title

|  |   |
|--|---|
| /s/ Harry A. Merlo<br>Harry A. Merlo             | Chairman, President and<br>Director (Principal Executive Officer) |
| /s/ James Eisses<br>James Eisses                 | Executive Vice President and<br>Director                          |
| /s/ Ronald L. Paul<br>Ronald L. Paul             | Vice President-Operations and<br>Director                         |
| /s/ William L. Hebert<br>William L. Hebert       | Treasurer<br>(Principal Financial Officer)                        |
| /s/ James F. Ellisor<br>James F. Ellisor         | Controller, Operations<br>(Principal Accounting Officer)          |
| /s/ Pierre S. du Pont IV<br>Pierre S. du Pont IV | Director  |
| /s/ Bonnie Guiton Hill<br>Bonnie Guiton Hill     | Director  |
| /s/ Donald R. Kayser<br>Donald R. Kayser         | Director  |
| /s/ Francine I. Neff<br>Francine I. Neff         | Director  |
| /s/ Charles E. Yeager<br>Charles E. Yeager       | Director  |



