

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.

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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.