

WATSA V PREM ET AL  
Form 4/A  
December 11, 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)

**12/05/2012**

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

**12/10/2012**

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$0.001 par value ("Common Shares") | 12/05/2012                           |  | J                              |   | 2,008,211   | A  | (1)   |
|   |                                      |  |                                |   | 23,744,613  | I  | (2)   |
|   |                                      |  |                                |   |   |  | See Footnote (3)                                      |
| Common Shares                                     | 12/06/2012                           |  | J                              |   | 112,285   | A  | (1)   |
|   |                                      |  |                                |   | 23,856,899  | I  | (2)   |
|   |                                      |  |                                |   |   |  | See Footnote (3)                                      |

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.

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7 |               | X         |         |       |
| WATSA V PREM ET AL<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7                  |               | X         |         |       |
| 1109519 ONTARIO LTD<br>95 WELLINGTON STREET WEST<br>SUITE 800<br>TORONTO, A6 M5J 2N7                 |               | X         |         |       |
| SIXTY TWO INVESTMENT CO LTD<br>1600 CATHEDRAL PLACE<br>925 WEST GEORGIA ST.<br>VANCOUVER, A1 V6C 3L3 |               | X         |         |       |
| 810679 ONTARIO LTD<br>95 WELLINGTON STREET WEST<br>SUITE 800   |               | X         |         |       |

TORONTO, A6 M5J 2N7

NORTH RIVER INSURANCE CO

305 MADISON AVENUE

X

MORRISTOWN, NJ 07962

Northbridge Personal Insurance Corp

105 ADELAIDE STREET WEST

X

3RD FLOOR

TORONTO, A6 M5H 1P9

TIG INSURANCE CO

250 COMMERCIAL STREET

X

SUITE 5000

MANCHESTER, NH 03101

ODYSSEY REINSURANCE CO

300 FIRST STAMFORD PLACE

X

STAMFORD, CT 06902

CLEARWATER INSURANCE CO

300 FIRST STAMFORD PLACE

X

STAMFORD, CT 06902

## Signatures

/s/ V. Prem Watsa, Chairman and Chief Executive Officer

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ V. Prem Watsa

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ V. Prem Watsa, President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ V. Prem Watsa, President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ V. Prem Watsa, President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ James V. Kraus, Senior Vice President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ Steve McManus, Senior Vice President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ John J. Bator, Senior Vice President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ Kirk M. Reische, Vice President

12/11/2012

\_\_Signature of Reporting Person

Date

/s/ John J. Bator, Senior Vice President

12/11/2012

\_\_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).

On November 6, 2012, Resolute distributed Shares to its creditors from a disputed claim share reserve established in connection with Resolute's and its debtor affiliates' December 2010 emergence from creditor protection proceedings (the "Distribution"). Pursuant to the

(1) Distribution, the Reporting Persons received Shares on December 5, 2012 and December 6, 2012. The number of additional Shares to be received pursuant to the Distribution was indeterminable by the Reporting Persons prior to the actual receipt of Shares.

(2) This amendment is being filed to correct the number of Common Shares beneficially owned following the reported transactions.

The Common Shares are held by Fairfax Financial Holdings Limited ("Fairfax"), certain of its subsidiaries and the pension plans of certain subsidiaries of Fairfax, including, following the transactions reported herein, 552,942 Common Shares held by The North River

(3) Insurance Company, 503,335 Common Shares held by Northbridge Personal Insurance Corporation, 1,821,751 Common Shares held by TIG Insurance Company, 11,973,737 Common Shares held by Odyssey Reinsurance Company and 2,031,952 Common Shares held by Clearwater Insurance Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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