Verso Paper Corp. Form 4 May 22, 2008

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person *

KLEINMAN SCOTT

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Verso Paper Corp. [VRS]

3. Date of Earliest Transaction (Month/Day/Year)

C/O APOLLO MANAGEMENT VI, 05/20/2008

L.P., 9 WEST 57TH STREET

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

below)

X_ Director

Officer (give title

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10019

1.Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

Code (Month/Day/Year) (Instr. 8)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

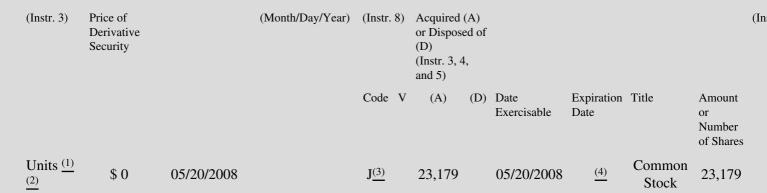
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. I **Underlying Securities** (Instr. 3 and 4)

De

Sec

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KLEINMAN SCOTT C/O APOLLO MANAGEMENT VI, L.P. 9 WEST 57TH STREET NEW YORK, NY 10019



Signatures

/s/ Peter H. Kesser, attorney-in-fact

05/22/2008

**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).

The reporting person owns units representing a limited partner interest in Verso Paper Management LP. Mr. Kleinman is associated with Apollo Management, L.P. ("Management") and its affiliated investment managers, including Verso Paper Investments LP ("VP Investments"), the general partner of Verso Paper Management LP ("VP Management"), which is the record owner of 35,234,147 shares

- of common stock of Verso Paper Corp (the "Issuer"). Verso Paper Investments Management LLC ("Investments Management LLC") is the general partner of VP Investments. CMP Apollo LLC is the sole and managing member of Investments Management LLC, Apollo Management VI, L.P. ("Management VI") is the sole and managing member of CMP Apollo LLC, AIF VI Management, LLC ("AIF VI LLC") is the general partner of Management VI, Management is the sole member and manager of AIF VI LLC, and Apollo Management GP, LLC ("Apollo Management GP") is the general partner of Apollo Management. (Continue to footnote 2)
 - This report does not include any securities of the Issuer that may be deemed beneficially owned by VP Management, VP Investments, Investments Management LLC, CMP Apollo LLC, Management VI, AIF VI LLC, Management, or Apollo Management GP, and Mr.
- (2) Kleinman disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Kleinman is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- On May 20, 2008, Verso Paper Corp. completed its initial public offering of common stock. On that date, and in connection with the closing of the offering, the limited partnership agreement of Verso Paper Management LP, which before the offering had been the sole stockholder of Verso Paper Corp., was amended to, among other things, provide that each unit in Verso Paper Management LP may be exchanged, subject to certain restrictions, for one share of common stock of Verso Paper Corp. owned by Verso Paper Management LP.
- (4) The right to exchange units in Verso Paper Management LP for common stock of Verso Paper Corp. has no expiration date.

 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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