

NewPage Holdings Inc.
 Form 3
 September 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	NewPage Holdings Inc. [NONE]	
(Last)	(First)	(Middle)	07/30-04:00/2013		
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, Â NY Â 10282			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	800,000	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
PAPERCO HOLDINGS II, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
PAPERCO INVESTMENTS, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS Opportunity Partners, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS OPPORTUNITY PARTNERS OFFSHORE - B, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS OPPORTUNITY PARTNERS OFFSHORE - C, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS Opportunity Partners Offshore, L.P. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS OPPORTUNITY ADVISORS, LTD. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^
GS OPPORTUNITY ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	^	^	^	^

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

09/03-04:00/2013

**Signature of Reporting Person

Date

09/03-04:00/2013

/s/ Kevin P. Treanor,
Attorney-in-fact

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Attorney-in-fact

09/03-04:00/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), PaperCo Investments, L.P. ("PaperCo Investments"), PaperCo Holdings II, L.P. ("PaperCo Holdings"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GS Opportunity Partners, L.P. ("GS Opportunity"), GS Opportunity Partners Offshore, L.P. ("GS Opportunity Offshore"), GS Opportunity Partners Offshore - B, L.P. ("GS Opportunity Offshore B"), GS Opportunity Partners Offshore - C, L.P. ("GS Opportunity Offshore C" and, together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS Opportunity, GS Opportunity Offshore and GS Opportunity Offshore B, the "Limited Partnerships"), (continued in next footnote)

(1) GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Opportunity Advisors, Ltd. ("GS Opportunity Advisors I"), GS Opportunity Advisors, L.L.C. ("GS Opportunity Advisors II" and, together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS Opportunity Advisors I, the Limited Partnerships, PaperCo Investments, PaperCo Holdings, Goldman Sachs and GS Group, the "Reporting Persons").

(3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(4)

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GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 800,000 shares of common stock, par value \$0.001 per share (the "Common Stock") of NewPage Holdings Inc. (the "Company") by reason of the indirect beneficial ownership of such shares by the Limited Partnerships. The Limited Partnerships may be deemed to indirectly beneficially own 800,000 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments and PaperCo Holdings. PaperCo Investments owns directly 280,000 shares of Common Stock. PaperCo Holdings owns directly 520,000 shares of Common Stock. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Limited Partnerships. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships, PaperCo Investments and PaperCo Holdings.

- GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 65,350.70 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 54,356.41 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 17,970.33 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Germany, and its general partner GS GmbH, may be deemed to beneficially own indirectly 2,322.56 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments.

- GS Opportunity, and its general partner GS Opportunity Advisors II, may be deemed to beneficially own indirectly 6,258.67 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Opportunity Offshore, and its general partner GS Opportunity Advisors II, may be deemed to beneficially own indirectly 48,450.31 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Opportunity Offshore B, and its general partner GS Opportunity Advisors I, may be deemed to beneficially own indirectly 78,729.76 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments. GS Opportunity Offshore C, and its general partner GS Opportunity Advisors I, may be deemed to beneficially own indirectly 6,561.26 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Investments.

- GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 121,365.58 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 100,947.62 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 33,373.47 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Germany, and its general partner GS GmbH, may be deemed to beneficially own indirectly 4,313.33 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings.

- GS Opportunity, and its general partner GS Opportunity Advisors II, may be deemed to beneficially own indirectly 11,623.25 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Opportunity Offshore, and its general partner GS Opportunity Advisors II, may be deemed to beneficially own indirectly 89,979.15 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Opportunity Offshore B, and its general partner GS Opportunity Advisors I, may be deemed to beneficially own indirectly 146,212.41 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings. GS Opportunity Offshore C, and its general partner GS Opportunity Advisors I, may be deemed to beneficially own indirectly 12,185.19 shares of Common Stock by reason of the direct beneficial ownership of such shares by PaperCo Holdings.

- (9) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

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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