

424B5 1 d424b5.htm FINAL PROSPECTUS SUPPLEMENT

Table of ContentsFiled Pursuant to Rule 424(b)(5)
Registration No. 333-103918Prospectus Supplement
November 20, 2003
(To Prospectus dated March 19, 2003)**\$300,000,000****MeadWestvaco Corporation****\$125,000,000 Floating Rate Notes due December 1, 2005****\$175,000,000 2.75% Notes due December 1, 2005**

MeadWestvaco Corporation is offering two series of notes. MeadWestvaco will pay interest on the floating rate notes quarterly on March 1, June 1, September 1 and December 1 of each year, commencing March 1, 2004. The annual rate of interest for each quarterly interest period will be reset quarterly as described in this prospectus supplement based on the three-month LIBOR plus 0.580%. MeadWestvaco will pay interest on the fixed rate notes on June 1 and December 1 of each year, commencing June 1, 2004. The notes will be issued only in denominations of \$1,000 and integral multiples of \$1,000. There is no sinking fund for either series of the notes.

MeadWestvaco may redeem the floating rate notes, in whole or in part, on any interest payment date on or after December 1, 2004 at the redemption price set forth in this prospectus supplement. MeadWestvaco may not redeem the fixed rate notes before maturity.

The notes are unsecured and rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.

	Initial Public Offering Price	Underwriting Discount	Proceeds, before expenses to MeadWestvaco
Per Floating Rate Note	100.000%	0.300%	99.700%
Total	\$ 125,000,000	\$ 375,000	\$124,625,000
Per Fixed Note	99.967%	0.300%	99.667%
Total	\$ 174,942,250	\$ 525,000	\$174,417,250

The initial public offering prices set forth above do not include accrued interest, if any. Interest on the notes will accrue from December 1, 2003.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company on or about December 1, 2003.

*Sole Book-Running Manager***Banc of America Securities LLC****Banc One Capital Markets, Inc.****Barclays Capital****BNY Capital Markets, Inc.****Citigroup****Goldman, Sachs & Co.****JPMorgan**

Wachovia Securities

Table of Contents

TABLE OF CONTENTS
PROSPECTUS SUPPLEMENT

	<u>Page</u>
<u>Documents Incorporated by Reference</u>	S-3
<u>The Company</u>	S-4
<u>Use of Proceeds</u>	S-6
<u>Capitalization of MeadWestvaco Corporation</u>	S-7
<u>Summary of Financial Information</u>	S-8
<u>Description of the Notes</u>	S-10
<u>Underwriting</u>	S-14
<u>Legal Opinions</u>	S-15
<u>Experts</u>	S-15

PROSPECTUS

	<u>Page</u>
<u>Documents Incorporated by Reference</u>	2
<u>Where You Can Find More Information</u>	2
<u>The Company</u>	3
<u>Ratio of Earnings to Fixed Charges</u>	4
<u>Use of Proceeds</u>	5
<u>Description of Securities</u>	6
<u>Plan of Distribution</u>	13
<u>Legal Opinions</u>	14
<u>Experts</u>	14

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as information we previously filed with the Securities and Exchange Commission and incorporated by reference, is accurate as of the date on the front of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

References in this prospectus supplement and the accompanying prospectus to “MeadWestvaco,” “we,” “us,” “our” and “the Company” are to MeadWestvaco Corporation and its consolidated subsidiaries unless otherwise specified or the context otherwise requires.

Table of Contents**DOCUMENTS INCORPORATED BY REFERENCE**

This prospectus supplement and the accompanying prospectus incorporate documents by reference which are not presented in or delivered with this prospectus supplement and the accompanying prospectus.

All documents filed by MeadWestvaco pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus supplement and prior to the termination of the offering of the securities, are incorporated by reference into and are deemed to be a part of this prospectus supplement and the accompanying prospectus from the date of filing of those documents.

In addition to the documents incorporated by reference into the accompanying prospectus dated March 19, 2003, the following documents, which have been filed by MeadWestvaco, with the Securities and Exchange Commission (SEC file number 333-103918) are incorporated by reference into this prospectus supplement:

Quarterly Report on Form 10-Q	Quarter ended September 30, 2003
Quarterly Report on Form 10-Q	Quarter ended June 30, 2003
Quarterly Report on Form 10-Q	Quarter ended March 31, 2003
Proxy Statement	Filed March 14, 2003

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus will be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in this prospectus supplement and the accompanying prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.

You may request a copy of these filings at no cost, by writing or telephoning us at as follows: MeadWestvaco Corporation, One High Ridge Park, Stamford, Connecticut 06905, telephone (203) 461-7400, Attn: Corporate Secretary.

S-3

Table of Contents**THE COMPANY****General**

We are a leading global producer of packaging, coated and specialty papers, consumer and office products and specialty chemicals. We operate in 29 countries and our global operations serve customers in nearly 100 countries in the following markets: automotive, beverage, consumer products, healthcare, media and entertainment and publishing. Our highly recognized consumer and office brands include AT-A-GLANCE®, Cambridge®, Columbian®, Five-Star® and Mead®. The Company's paperboard, package and paper brands include Carrier Kote®, Custom Kote®, Kraftpak®, Printkote®, Tango®, DigiPak®, Amaray®, Dosepak™, Vision® and Sterling® Ultra. We manage strategically located forestlands according to stringent environmental standards and in conformity with the Sustainable Forestry Initiative® program.

Business Segments

Our principal business segments are (1) packaging, (2) paper, (3) consumer and office products and (4) specialty chemicals.

A more detailed description of our business segments, including financial information, is contained in Note S to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2002, and is incorporated in this prospectus supplement by reference.

Marketing and Distribution

The principal markets for our products are in the United States, Canada, Latin America, Europe and Asia. We operate in 29 countries and serve customers in approximately 100 nations. Our products are sold through our own sales force and through paper merchants and distributors. We maintain sales offices in key cities throughout the world.

Forestry

The principal raw material used in the manufacture of paper, paperboard and pulp is wood. Our strategy, based on the location of our mills and the composition of surrounding forestland ownership, is to provide a portion of our wood fiber from company-owned land and to rely on private woodland owners and private contractors and suppliers for the balance. We own approximately 3 million acres of forestland worldwide, and we are in the process of a strategic land reduction in which we intend to reduce our landholdings to 1.8 million acres.

In the first three quarters of 2003, forestland sales totaled 71,000 acres, generating proceeds of \$98 million. Our management is committed to the forestland sale program and expects to generate proceeds of \$450 million to \$500 million over the two-year period of 2003 and 2004 from these forestland sales, with about two-thirds of the sales occurring in 2003.

Intellectual Property

We have a large number of foreign and domestic trademarks, trade names, patents, patent rights and licenses relating to our business. While, in the aggregate, intellectual property rights are material to our business, the loss of any one or any related group of such rights would not have a material adverse effect on our business as a whole, with the exception of the "Mead®" mark in the consumer and office products business.