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CENTURY ALUMINUM CO
Form 8-K
April 08, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 7, 2004

CENTURY ALUMINUM COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
Incorporation)

0-27918
(Commission File Number)

13-3070826
(IRS Employer Identification No)

2511 GARDEN ROAD
BUILDING A, SUITE 200
MONTEREY, CALIFORNIA
(Address of principal executive offices)

93940
(Zip Code)

(831) 642-9300
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

On April 7, 2004, Century Aluminum Company ("Century") issued a press release announcing that it had priced the approximately \$230 million public offering of 9,500,000 shares of its common stock at a price to the public of \$24.50 per share. A copy of the press release is attached hereto as Exhibit 99.1.

A form of the underwriting agreement relating to the offering is filed as Exhibit 1.1.

FORWARD-LOOKING STATEMENTS

This Form 8-K may contain certain "forward-looking statements." Century has based these forward-looking statements on current expectations and projections about future events. Many of these statements may be identified by the use of forward-looking words such as "expects," "anticipates," "plans," "believes," "projects," "estimates," "should," "will," and "potential" and variations of such words. These forward-looking statements are subject to risks, uncertainties and assumptions and readers are cautioned that actual results could differ materially and, therefore, they should not place undue reliance on any forward-looking statements. Century does not undertake, and specifically disclaims, any obligation to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date such forward-looking statements are made.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS.

The following exhibits are filed with this report on Form 8-K:

EXHIBIT INDEX

| Exhibit Number ----- | Description ----- |
|-------------------------|---|
| 1.1 | Form of Underwriting Agreement, dated April 7, 2004, among Century Aluminum Company, Century Aluminum Employees Retirement Plan, the Century Aluminum of West Virginia, Inc. Hourly Employees Pension Plan and Credit Suisse First Boston LLC and Morgan Stanley & Co. Incorporated, as representatives of the underwriters listed in Schedule I thereto. |
| 99.1 | Press Release, dated April 7, 2004, announcing Century Aluminum Company's pricing of the public offering of its common stock. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CENTURY ALUMINUM COMPANY

Date: April 8, 2004

By: /s/ Peter C. McGuire

Name: Peter C. McGuire
Title: Vice President and Associate
General Counsel

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representatives of the underwriters listed in Schedule I thereto.

99.1

Press Release, dated April 7, 2004, announcing Century Aluminum Company's pricing of the public offering of its common stock.