

GEORGIA GULF CORP /DE/
Form 8-K
July 31, 2009

**UNITED STATES
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): **July 31, 2009 (July 27, 2009)**

GEORGIA GULF CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-09753
(Commission File Number)

58-1563799
(IRS Employer Identification No.)

115 Perimeter Center Place, Suite 460, Atlanta, GA
(Address of principal executive offices)

30346
(Zip Code)

Registrant's telephone number, including area code: **(770) 395 - 4500**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Edgar Filing: GEORGIA GULF CORP /DE/ - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
-

In addition, Jerry Satrum has tendered his resignation effective as of the date of election of a successor qualified to serve on the audit committee as a financial expert as defined in the rules of the Securities and Exchange Commission.

Item 8.01 Other Events.

On July 27, 2009, the Company executed a registration rights agreement pursuant to which it has granted certain registration rights in respect of the common stock issuable in the exchange offers, including the shares issuable upon conversion of the convertible preferred stock. The Company has agreed to file one registration statement in respect of the common stock issued upon consummation of the exchange offers and another following conversion of the convertible preferred stock into common stock. In addition, the agreement provides for piggyback registration rights in certain circumstances. Inclusion of shares of common stock in any such registration is conditioned upon the beneficial owner's agreement to be bound by the terms of the registration rights agreement, which is filed herewith as Exhibit 4.1.

On July 29, 2009, the Company issued a press release announcing consummation of the exchange offers and the related matters, all as more fully described in the press release attached hereto as Exhibit 99.1, which is hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Number	Exhibit
3.1	Certificate of Incorporation, as amended
3.2	Certificate of Designations for Convertible Preferred Stock
4.1	Registration Rights Agreement
99.1	Press Release dated July 29, 2009, regarding the consummation of the exchange offers and related matters.

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 hereunto duly authorized.

GEORGIA GULF CORPORATION

By: /s/ Joel I. Beerman
Name: Joel I. Beerman
Title: Vice President, General Counsel and Secretary

Date: July 31, 2009