

CENTURY ALUMINUM CO  
Form 8-K  
April 06, 2011

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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): April 5, 2011

Century Aluminum Company  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of Incorporation) | 1-34474<br>(Commission File Number) | 13-3070826<br>(IRS Employer<br>Identification No.) |
|---|-------------------------------------|--|

|   |                     |
|---|---------------------|
| 2511 Garden Road<br>Building A, Suite 200<br>Monterey, California<br>(Address of principal executive offices) | 93940<br>(Zip Code) |
|---|---------------------|

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

N/A

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 1.01. Entry into a Material Definitive Agreement

On April 5, 2011, Century Aluminum Company (the "Company") entered into a support agreement (the "2011 Support Agreement") with Glencore AG and certain of its affiliates (collectively, "Glencore") pursuant to which the Company and Glencore agreed, among other things, on the nominees of the Board to stand for election at the Company's 2011 Annual Meeting of Stockholders (the "2011 Annual Meeting") and that, for so long as each of Messrs. Blumgart, Kalmin and Wilkinson are Class III nominees of the Board for the 2011 Annual Meeting, Glencore will vote in favor of the election of each of the Board's nominees at the 2011 Annual Meeting and in accordance with the recommendation of the Board with respect to the ratification of the Company's independent registered public accounting firm, the advisory vote on advisory executive compensation, the frequency of the advisory vote on executive compensation and any other item of business (other than matters proposed by the Board) that lawfully comes before the 2011 Annual Meeting. The 2011 Support Agreement also provides that (i) if at any time prior to the 2011 Annual Meeting, either of Messrs. Blumgart or Kalmin should cease for any reason to be a nominee of the Board to stand for election as a Class III director at the 2011 Annual Meeting, or (ii) after having been elected to the Board, either of Messrs. Blumgart or Kalmin should cease to be a member of the Board for any reason at or prior to the Company's 2014 Annual Meeting of Stockholders, Glencore will have the ability to designate a substitute reasonably acceptable to the Company, with such determination regarding acceptability to be made by the Company in good faith and reasonably promptly. In addition, the Company agreed that if at any time prior to the 2011 Annual Meeting, Mr. Wilkinson ceases for any reason to be a nominee of the Board to stand for election as a Class III director at the 2011 Annual Meeting, Glencore will have the ability to designate a substitute, who meets applicable director independence standards, reasonably acceptable to the Company to replace Mr. Wilkinson, as nominee, with such determination regarding acceptability to be made by the Company in good faith and reasonably promptly. If Messrs. Blumgart, Kalmin and Wilkinson are elected, Glencore will have designated for election six of the Company's eleven directors.

The 2011 Support Agreement was approved pursuant to the terms of the Company's Statement of Policy Regarding Related Party Transactions. A copy of the 2011 Support Agreement is attached as Exhibit 10.1 and is incorporated by reference herein.

The foregoing is not a solicitation of proxies. Prior to the 2011 Annual Meeting, the Company will file a definitive proxy statement and related materials which will contain important information about the 2011 Annual Meeting, and the solicitation of proxies therefore, that should be read carefully before any decision is made with respect to the 2011 Annual Meeting. These materials will be made available to the shareholders of the Company free of charge at the SEC's web site, [www.sec.gov](http://www.sec.gov). In addition, the Company will provide shareholders with instructions to obtain the proxy materials in written form.

The information in this Form 8-K may contain "forward-looking statements" within the meaning of U.S. federal securities laws. The Company has based its forward-looking statements on current expectations and projections about the future, however, these statements are subject to risks, uncertainties and assumptions, any of which could cause the Company's actual results to differ materially from those expressed in its forward-looking statements, including, among other things, the nomination and election of the Board's nominees at the 2011 Annual Meeting. More information about these risks, uncertainties and assumptions can be found in the risk factors and forward-looking statements cautionary language contained in the Company's Annual Report on Form 10-K and in other filings made with the Securities and Exchange Commission. The Company 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | Support Agreement, dated April 5, 2011, by and among Century Aluminum Company, Glencore AG, Glencore International AG and Glencore Holding AG. |

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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.

Date: April 5, 2011

By:

CENTURY ALUMINUM COMPANY

/s/ William J. Leatherberry

Name: William J. Leatherberry

Title: Executive Vice President, General Counsel and  
Secretary

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Exhibit Index

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