

OCTEL CORP
Form 8-K
March 31, 2005

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): March 31, 2005

OCTEL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdictions

of Incorporation)

1-13879
Commission File Number

98-0181725
(I.R.S. employer

identification number)

Octel Corp., Global House, Bailey Lane,

Manchester, UK
(Address of principal executive offices)

M90 4AA
(zip code)

Registrant's telephone number, including area code: 011 - 44 - 161 - 498 - 8889

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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 (see General Instruction A.2. below):

- .. 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))
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Item 8.01 Other Events

The press release dated March 31, 2005, announced the completion of a special investigation by members of Octel Corp.'s Audit Committee and Corporate Governance and Nominating Committee. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

- 99.1 Press Release, dated March 31, 2005, announcing the completion of a special investigation by members of Octel Corp.'s Audit Committee and Corporate Governance and Nominating Committee.

EXHIBIT INDEX

**Exhibit
Number**

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