

Edgar Filing: CENTURY ALUMINUM CO - Form S-8

CENTURY ALUMINUM CO
Form S-8
November 15, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 14, 2005

REGISTRATION NO. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

CENTURY ALUMINUM COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or other jurisdiction of
Incorporation or organization)

13-3070826
(I.R.S. Employer Identification No.)

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

93940
(Zip code)

CENTURY ALUMINUM COMPANY
AMENDED AND RESTATED 1996 STOCK INCENTIVE PLAN
(FULL TITLE OF THE PLAN)

GERALD J. KITCHEN
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL,
CHIEF ADMINISTRATIVE OFFICER AND SECRETARY
CENTURY ALUMINUM COMPANY
2511 GARDEN ROAD
BUILDING A, SUITE 200
MONTEREY, CALIFORNIA 93940
(NAME AND ADDRESS OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Re |
|--|----------------------------|---|---|----|
|--|----------------------------|---|---|----|

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Common Stock, \$.01 par value..... 3,000,000 Shares \$ 19.25 \$ 57,750,000 \$

- (1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457, based on the average of the high and low prices for the Common Stock as reported on the NASDAQ National Market System on November 7, 2005.

INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relates to the registration of additional shares reserved for issuance under the registrant's Amended and Restated 1996 Stock Incentive Plan. Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-15689) filed with the Securities and Exchange Commission and declared effective on November 6, 1996 are incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monterey, State of California, on the 14th day of November, 2005.

CENTURY ALUMINUM COMPANY

By: /s/ David W. Beckley

Name: David W. Beckley
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|---|------------|
| /s/ Craig A. Davis ----- Craig A. Davis | Chairman and Chief Executive Officer (Principal Executive Officer) | November 1 |
| /s/ David W. Beckley ----- David W. Beckley | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | November 1 |
| * | Director | November 1 |

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| | | |
|---|----------|------------|
| ----- Roman A. Bninski * ----- | Director | November 1 |
| John C. Fontaine * ----- | Director | November 1 |
| Robert E. Fishman * ----- | Director | November 1 |
| John P. O'Brien * ----- | Director | November 1 |
| Stuart M. Schreiber * ----- | Director | November 1 |
| Willy R. Strothotte | | |

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| SIGNATURE | TITLE | DATE |
|--|----------|------------|
| ----- | ----- | ----- |
| * ----- Jack E. Thompson | Director | November 1 |
| * By: /s/ Peter C. McGuire ----- Peter C. McGuire, as Attorney-in-Fact | | |

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INDEX TO EXHIBITS

| Exhibit No. | Description of Exhibit |
|-------------|---|
| ----- | ----- |
| 5.1 | Opinion of Curtis, Mallet-Prevost, Colt & Mosle LLP |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Curtis, Mallet-Prevost, Colt & Mosle LLP (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney |

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