

ALCAN INC
Form 8-K/A
August 01, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

May 1, 2003

Date of report (Date of earliest event reported)

| | | |
|--|--|--|
| | Alcan Inc. | |
| | (Exact name of Registrant as specified in its charter) | |
| | Canada | |
| | (State or other jurisdiction of incorporation) | |

| | | | | |
|--|------------------------|--|--------------------------------------|--|
| | 1-3677 | | Inapplicable | |
| | Commission File Number | | (I.R.S. Employer Identification No.) | |

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| | | |
|--|--|--|
| | 1188 Sherbrooke Street West, Montreal, Quebec, Canada H3A 3G2 | |
| | (Address of principal executive offices, including postal code) | |

| | | |
|--|---|--|
| | (514) 848-8000 | |
| | (Registrant's telephone number, including area code) | |

EXPLANATORY NOTE:

This amendment to the Registrant's Current Report on Form 8-K dated May 1, 2003 is being filed in order to include as exhibits opinions of Canadian and United States counsel to the Registrant as to the validity of the securities referenced in the Form 8-K.

ITEM 5. OTHER EVENTS.

On May 1, 2003, Alcan Inc. (the "Company") closed its sale of \$500,000,000 principal amount of its 4.50% Notes due 2013 (the "Notes") pursuant to an Underwriting Agreement dated April 28, 2003 (the "Underwriting Agreement"), between the Company and Morgan Stanley & Co. Incorporated, as representative of the several Underwriters named in Schedule A thereto. The Notes were issued pursuant to that certain Indenture, dated as of May 15, 1983 between the Company and Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as Trustee, as amended. The Notes have been registered under the Securities Act of 1933 (the "Act") pursuant to a Registration Statement on Form S-3, as amended (No. 333-85998) (the "Registration Statement") previously filed with the Securities and Exchange Commission under the Act. Copies of the Underwriting Agreement, the form of Note, opinion of Roy Millington regarding the validity of the Notes, opinion of Sullivan & Cromwell LLP regarding the validity of the notes, opinion of Hugh Berwick regarding certain matters of Canadian taxation, opinion of Sullivan & Cromwell LLP regarding certain matters of United States federal income tax, are attached hereto as Exhibits 1.1, 4.1, 5.1, 5.2, 8.1, 8.2 and 12.1, respectively.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

| | | |
|--|------|---|
| | 1.1 | Underwriting Agreement, dated April 28, 2003.* |
| | 4.1 | Form of Note.* |
| | 5.1 | Opinion of Roy Millington. |
| | 5.2 | Opinion of Sullivan & Cromwell LLP. |
| | 8.1 | Opinion of Hugh Berwick, Senior Tax Counsel of Alcan Inc., regarding certain matters of Canadian taxation.* |
| | 8.2 | Opinion of Sullivan & Cromwell LLP regarding certain matters of United States federal income tax.* |
| | 12.1 | Statement re Computation of Ratios.* |
| | | |
| | | |

* Previously filed

SIGNATURE

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, in the City of Montreal, Province of Quebec, Canada.

ALCAN INC.

| | | |
|--|----|----------------------------|
| | By | <u>/s/ Roy Millington</u> |
| | | Roy Millington |
| | | <i>Corporate Secretary</i> |

Date: August 1, 2003

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
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| | |
| * Previously filed | |