

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 OF WEST VIRGINIA, INC./UNITED  
STEELWORKERS OF AMERICA SAVINGS 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  
(831) 642-8300  
(NAME, ADDRESS AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount registered |
|--------------------------------------|-------------------------|--|--|-------------------|
|                                      |                         |  |  |                   |

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-----  
Common Stock, \$.01 par value... 50,000 Shares(2) \$ 19.25 \$ 962,500 \$  
=====

- (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.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- =====

INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relates to the registration of additional shares and plan interests under the Century Aluminum of West Virginia, Inc./United Steelworkers of America Savings Plan (formerly, the Ravenswood Aluminum Corporation/United Steelworkers of America Savings Plan; the "Plan"). Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-28827) filed with the Securities and Exchange Commission on June 9, 1997 are incorporated by reference herein. This Registration Statement also incorporates by reference the Plan's latest annual report filed pursuant to Section 15(d) of the Exchange Act and all future annual reports filed by the Plan prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

-2-

SIGNATURES

THE REGISTRANT. 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

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|  |  |                  |
|--|--|------------------|
| -----<br>/s/ Craig A. Davis<br>-----<br>Craig A. Davis     | Chairman and Chief Executive Officer<br>(Principal Executive Officer)  | November 14, 200 |
| -----<br>/s/ David W. Beckley<br>-----<br>David W. Beckley | Executive Vice President and<br>Chief Financial Officer (Principal<br>Financial Officer and Principal<br>Accounting Officer) | November 14, 200 |
| -----<br>*<br>-----<br>Roman A. Bninski                    | Director   | November 14, 200 |
| -----<br>*<br>-----<br>Robert E. Fishman                   | Director   | November 14, 200 |
| -----<br>*<br>-----<br>John C. Fontaine                    | Director   | November 14, 200 |
| -----<br>*<br>-----<br>John P. O'Brien                     | Director   | November 14, 200 |
| -----<br>*<br>-----<br>Stuart M. Schreiber                 | Director   | November 14, 200 |
| -----<br>*<br>-----<br>Willy R. Strothotte                 | Director   | November 14, 200 |

-3-

| SIGNATURE                                      | TITLE    | DATE             |
|--|----------|------------------|
| -----  | -----    | -----            |
| -----<br>*<br>-----<br>Jack E. Thompson        | Director | November 14, 200 |
| * By: /s/ Peter C. McGuire                     |          |                  |
| -----<br>Peter C. McGuire, as Attorney-in-Fact |          |                  |

-4-

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan administrator 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.

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CENTURY ALUMINUM OF WEST VIRGINIA,  
INC./UNITED STEELWORKERS OF AMERICA  
SAVINGS PLAN

By: Retirement Committee of Century  
Aluminum of West Virginia, Inc./United  
Steelworkers of America Savings Plan

By: /s/ David W. Beckley

-----  
Name: David W. Beckley  
Title: Member

-5-

INDEX TO EXHIBITS

| Exhibit No.<br>----- | Description of Exhibit<br>-----   |
|----------------------|---|
| 5.1                  | Internal Revenue Service determination letter that the Plan is qualified under Sect of the Internal Revenue Code. |
| 23.1                 | Consent of Deloitte & Touche LLP  |
| 24.1                 | Powers of Attorney  |

-6-