

MILLENNIUM CHEMICALS INC
Form 425
October 04, 2004

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): Not Applicable

LYONDELL CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-10145
(Commission File Number)

95-4160558
(I.R.S. Employer Identification No.)

1221 McKinney Street, Suite 700, Houston, Texas
(Address of principal executive offices)

77010
(Zip Code)

(713) 652-7200

(Registrant's telephone number, including area code)

Not Applicable

(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 (*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.

Pursuant to the Amended and Restated By-Laws of Lyondell Chemical Company (Lyondell), notice is hereby given that a special meeting of stockholders of Lyondell will be held on Tuesday, November 30, 2004, beginning at 9:00 a.m. in Lyondell s General Assembly Room, 4th Floor, One Houston Center, 1221 McKinney Street, in Houston, Texas. Lyondell s stockholders of record at the close of business on Thursday, October 14, 2004 will be entitled to notice of and to vote at the special meeting and any adjournment or postponement thereof. The special meeting will be held in connection with Lyondell s proposed business combination with Millennium Chemicals Inc. (Millennium). Lyondell s October 4, 2004 press release regarding the matter is being filed with this Current Report on Form 8-K as Exhibit 99.1.

Additional Information:

On September 30, 2004, Lyondell filed with the Securities and Exchange Commission (the SEC) an amendment to its registration statement on Form S-4 (as amended, the Form S-4) containing a preliminary joint proxy statement/prospectus regarding the proposed transaction between Lyondell and Millennium. **Investors and security holders are urged to read that document and any other relevant documents filed or that will be filed with the SEC, including the definitive joint proxy statement/prospectus that will be part of the definitive registration statement, as they become available, because they contain, or will contain, important information.** Investors and security holders may obtain a free copy of the definitive joint proxy statement/prospectus (when it becomes available) and other documents filed by Lyondell and Millennium with the SEC at the SEC s web site at www.sec.gov. The definitive joint proxy statement/prospectus (when it becomes available) and the other documents filed by Lyondell may also be obtained free from Lyondell by calling Lyondell s Investor Relations department at (713) 309-4590.

The respective executive officers and directors of Lyondell and Millennium and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Lyondell s executive officers and directors is available in the proxy statement filed with the SEC by Lyondell on March 16, 2004 and in the Form S-4, and information regarding Millennium s directors and its executive officers is available in Millennium s Annual Report on Form 10-K/A for the year ended December 31, 2003, which was filed with the SEC on April 27, 2004, and in the Form S-4. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive joint proxy statement/prospectus and other relevant materials filed with the SEC, as they become available.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

99.1 Press Release

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 hereunto duly authorized.

LYONDELL CHEMICAL COMPANY

By: /s/ Kerry A. Galvin
Kerry A. Galvin

Senior Vice President, General Counsel and
Secretary

Date: October 4, 2004

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|--------------------|
| 99.1 | Press release |