

CENTURY ALUMINUM CO  
Form S-8  
October 22, 2009

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As filed with the Securities and Exchange Commission on October 22, 2009

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.)

Century Aluminum  
Company  
Building A, Suite 200  
2511 Garden Road  
Monterey, California  
(831) 642-9300

93940

(Address of Principal  
Executive Offices)

(Zip Code)

CENTURY ALUMINUM COMPANY  
AMENDED AND RESTATED 1996  
STOCK INCENTIVE PLAN

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(Full title of the plan)

William J. Leatherberry, Esq.  
Senior Vice President and  
General Counsel  
Century Aluminum Company  
2511 Garden Road  
Building A, Suite 200  
Monterey, California 93940  
(831) 642-9300

Copy to:

Rodney R. Peck, Esq.  
Pillsbury Winthrop Shaw  
Pittman LLP  
P.O. Box 7880  
San Francisco, CA 94120  
Telephone: (415) 983-1000

(Name, address and telephone  
number, including area code,  
of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large  
accelerated filer

Non-accelerated  
filer

Accelerated  
filer

Smaller  
reporting  
company

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CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered(1)	Amount To Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock par value \$0.01 per shares	5,000,000	\$10.64 (2)	\$53,200,000 (2)	\$2,968.56 (3)

(1) Pursuant to Rule 416(c) of the Securities Act of 1933, this Registration Statement covers an indeterminate amount of plan interests to be offered or sold pursuant to the Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) on the basis of the average of the high and low prices as reported on the Nasdaq Global Select Market on October 16, 2009.

(3) Calculated pursuant to Rule 457(h) under the Securities Act of 1933.

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The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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Explanatory Note

This Registration Statement on Form S-8 is filed by Century Aluminum Company (the “Registrant”) for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plan is effective. This Registration Statement on Form S-8 relates to 5,000,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), issuable pursuant to the Century Aluminum Company Amended and Restated 1996 Stock Incentive Plan (the “Plan”). Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference the Registration Statement on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on November 6, 1996 (File No. 333-15689), the Registration Statement on Form S-8 previously filed by the Registrant with the SEC on July 28, 2000 (File No. 333-42534), the Registration Statement on Form S-8 previously filed by the Registrant with the SEC on July 26, 2001 (File No. 333-65924), and the Registration Statement on Form S-8 previously filed by the Registrant with the SEC on November 15, 2005 (File No. 333-129698) in connection with the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in its opinion filed as Exhibit 5.1 to this Registration Statement)
24.1	Power of Attorney

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\* The Registrant undertakes that it has submitted or will submit the Plan and any amendment potentially affecting the qualification thereof to the Internal Revenue Service (the “IRS”) for a determination on its tax-qualified status in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

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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 October 22, 2009.

CENTURY ALUMINUM COMPANY

By: /s/ William J. Leatherberry  
William J. Leatherberry  
Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 22, 2009.

/s/Logan W. Kruger	President and Chief Executive Officer (Principal Executive Officer) and Director
/s/Michael A. Bless	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/Steve Schneider	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
* John P. O'Brien	Chairman of the Board and Director
* John C. Fontaine	Director
*	Director

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Jack E. Thompson

\* Director  
Peter C. Jones

\* Director  
Robert E. Fishman, PhD

\* Director  
Willy R. Strothotte

\* Director  
Jarl Berntzen

\* Director  
Catherine Z. Manning

\* By: /s/ William J. Leatherberry Attorney-in-fact

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INDEX TO EXHIBITS

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