

CENTURY ALUMINUM CO
Form POSASR
February 14, 2019

As filed with the Securities and Exchange Commission on February 14, 2019
Registration No. 333-219556
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CENTURY ALUMINUM COMPANY*

(Exact name of Registrant as specified in its charter)

Delaware

13-3070826

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

*See Table of Additional Registrants

One South Wacker Drive, Suite 1000

Chicago, Illinois 60606

(312) 696-3101

(Address: including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Jesse E. Gary

Executive Vice President, General Counsel and Secretary

Century Aluminum Company

One South Wacker Drive, Suite 1000

Chicago, Illinois 60606

(312) 696-3101

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

With a copy to:

John T. Blatchford

Christopher G. Barrett

Casey C. Hicks

Vedder Price P.C.

222 N. LaSalle Street

Chicago, Illinois 60601

(312) 609-7500

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
x	"	"	"	"

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Common Stock				
Preferred Stock				
Debt securities				
Warrants to Purchase Debt Securities, Common Stock or Preferred Stock				
Depository Shares				
Subscription Rights				
Stock Purchase Contracts				
Stock Purchase Units				
Guarantees of Debt Securities ⁽³⁾				
Total	\$300,000,000 -		\$300,000,000⁽⁴⁾	\$36,360⁽⁵⁾

Includes an indeterminate aggregate principal amount or number of the securities of each identified class up to a proposed aggregate offering price of \$300,000,000, which may be offered by the registrants from time to time in unspecified numbers and at indeterminate prices or upon conversion, exchange or exercise of securities registered (1) hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities, including pursuant to any applicable anti-dilution provisions. Separate consideration may or may not be received for securities that are issuable on conversion, exchange or exercise of other securities or that are issued in units or represented by depository shares.

(2) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on conversion, exchange or exercise of other securities or that are issued in

units or represented by depositary shares.

(3) The debt securities may be guaranteed pursuant to guarantees by one or more subsidiaries of Century Aluminum Company. Pursuant to Rule 457(n) under the Securities Act, no separate fee for the guarantees is payable.

(4) Estimated solely for the purpose of calculating the registration fee.

Calculated pursuant to Rule 457(o) under the Securities Act of 1933. Pursuant to Rule 457(p) under the Securities Act, the registration fee due under this registration statement is being partially offset by the \$25,175 registration fee

(5) previously paid and allocated to \$250,000,000 of unsold securities previously registered on the Registration Statement on Form S-3 (File No. 333-209966) initially filed on March 7, 2016 by Century Aluminum Company and subsequently withdrawn pursuant to a withdrawal request filed March 8, 2017.

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TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
Century Aluminum Holdings, LLC	Delaware	20-0978660
Century Aluminum Sebree LLC	Delaware	46-2657599
Century Aluminum of Kentucky General Partnership	Kentucky	31-1651182
Century Aluminum of Kentucky LLC	Delaware	61-1385742
Century Aluminum of South Carolina, Inc.	Delaware	94-2487215
Century Anodes US, Inc.	California	80-0802557
Century California LLC	Delaware	20-8077431
Century Kentucky, Inc.	Delaware	61-1385743
Century Louisiana, Inc.	Delaware	83-0413091
Century Marketer LLC	Delaware	46-2119242
Hancock Aluminum LLC	Delaware	43-2005628
Metalsco, LLC	Georgia	58-2020519
Mt. Holly Commerce Park, LLC	South Carolina	57-1091559
NSA General Partnership	Kentucky	51-0562317
Skyliner, LLC	Delaware	58-1943987

Address, including zip code and telephone number, of each additional registrant's principal executive offices: One South Wacker Drive, Suite 1000, Chicago, Illinois 60606 (312) 696-3101.

Explanatory Note

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Commission File No. 333-219556) of Century Aluminum Company (the “Registrant”) is being filed because the Registrant expects that it will no longer be a “well-known seasoned issuer” (as such term is defined in Rule 405 of the Securities Act) when it files its Annual Report on Form 10-K for the fiscal year ended December 31, 2018. Accordingly, the Registrant is filing this Post-Effective Amendment for the purpose of including disclosure required for a registrant other than a well-known seasoned issuer, identifying the securities being registered, registering a specific amount of securities and paying the associated filing fee.

PROSPECTUS

\$300,000,000

Common Stock

Preferred Stock

Debt Securities

Guarantees

Warrants

Depositary Shares

Subscription Rights

Stock Purchase Contracts

Stock Purchase Units

We may offer and sell up to \$300,000,000 in the aggregate of any of the securities identified above from time to time.

This prospectus describes some of the general terms that may apply to these securities and the general manner in which they may be offered. The specific terms of any securities to be offered, and the specific manner in which they may be offered, will be described in a supplement to this prospectus or incorporated into this prospectus by reference.

You should read this prospectus and any supplement carefully before you invest.

Our common stock is listed on the Nasdaq Global Select Market and trades under the symbol "CENX." Each prospectus supplement will indicate if the securities offered thereby will be listed or quoted on a securities exchange or quotation system.

When we issue new securities, we may offer them for sale to or through underwriters, dealers and agents or directly to purchasers. The applicable prospectus supplement for each offering of securities will describe in detail the plan of distribution for that offering, including any required information about the firms we use and the discounts or commissions we may pay them for their services. For general information about the distribution of securities offered, please see "Plan of Distribution" on page 13 of this prospectus.

Investing in our securities involves risks. You should carefully read and consider the risk factors included in our periodic reports filed with the Securities and Exchange Commission, in any applicable prospectus supplement relating to a specific offering of securities and in any other documents we file with the Securities and Exchange Commission. See the section entitled "Risk Factors" on page 4 of this prospectus, in our other filings with the Securities and Exchange Commission and in the applicable prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus or any prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 14, 2019.

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You should rely only on the information contained in or incorporated by reference into this prospectus or any prospectus supplement, and in other offering material, including free-writing prospectuses, if any, or information contained in documents which you are referred to by this prospectus or any prospectus supplement, or in other offering material, if any. We have not authorized anyone to provide you with different information. We are not offering to sell any securities in any jurisdiction where such offer and sale are not permitted. The information contained in or incorporated by reference into this prospectus or any prospectus supplement, free-writing prospectus or other offering material is accurate only as of the date of those documents or information, regardless of the time of delivery of the documents or information or the time of any sale of the securities. Neither the delivery of this prospectus or any applicable prospectus supplement nor any distribution of securities pursuant to such documents shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus or any applicable prospectus supplement or in our affairs since the date of this prospectus or any applicable prospectus supplement.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) using the “shelf registration process.” By using a shelf registration statement, we may sell at any time, and from time to time, up to \$300,000,000 of any combination of the securities described in this prospectus in one or more offerings.

This prospectus provides you with only a general description of the securities we may offer. It is not meant to be a complete description of any security. Each time we sell securities, we will provide a prospectus supplement to this prospectus that will contain specific information about the terms of that offering, including the specific amounts, prices and terms of the securities offered. We and any underwriter or agent that we may from time to time retain may also provide other information relating to an offering, including through one or more free-writing prospectuses, which we refer to as “other offering material.” The prospectus supplement as well as the other offering material may also add, update or change information contained in this prospectus or in the documents we have incorporated by reference into this prospectus. You should read this prospectus, any prospectus supplement and other offering material, together with additional information described in the section entitled “Where You Can Find More Information.” Throughout this prospectus, where we indicate that information may be supplemented in an applicable prospectus supplement or supplements, that information may also be supplemented in other offering material. If there is any inconsistency between this prospectus and the information contained in a prospectus supplement, you should rely on the information in the prospectus supplement.

Unless we state otherwise or the context otherwise requires, references to “Century Aluminum,” the “Company,” “us,” “we” or “our” in this prospectus mean Century Aluminum Company and its consolidated subsidiaries. When we refer to “you” in this section, we mean all purchasers of the securities being offered by this prospectus and any accompanying prospectus supplement, whether they are the holders or only indirect owners of those securities.

INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” into this prospectus the information we file with it, which means that we can disclose important information to you by referring to those documents. The information that we incorporate by reference is considered to be part of this prospectus. Any statement contained or incorporated by reference in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein, or in any subsequently filed document which also is incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. We incorporate by reference into this prospectus the following documents:

- (a) Annual Report on Form 10-K for the year ended December 31, 2017;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018;
- (c) The description of our common stock contained in our Registration Statement on Form 8-A filed on September 29, 2009, pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”); and
- (d) Current Reports on Form 8-K filed on May 2, 2018, May 16, 2018, June 20, 2018, July 16, 2018, August 28, 2018, September 19, 2018, October 9, 2018, October 10, 2018 and November 28, 2018, other than, in each case, with respect to any information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K.

We also incorporate by reference any filings we make with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of any offering covered by this prospectus and any applicable prospectus supplement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements and information in this prospectus and the documents we incorporate by reference may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements may be identified by the words “believe,” “expect,” “target,” “anticipate,” “intend,” “plan,” “seek,” “estimate,” “potential,” “project,” “scheduled,” “forecast” or words of similar meaning, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” or “may.” All such forward-looking statements contained or incorporated in this prospectus which address operating performance, events or developments that we expect or anticipate may occur in the future, including, without limitation, statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Actual results may differ materially from any or all forward-looking statements made by us. Forward-looking statements include statements about the following subjects, among other things:

- Future global and local financial and economic conditions;
- Our assessment of the aluminum market and aluminum prices (including premiums);
- Our ability to procure alumina, carbon products and other raw materials and our assessment of pricing and costs and other terms relating thereto;
- The future impact of any Section 232 relief, including tariffs or other trade remedies, to Century, on aluminum prices or more generally, the extent to which any such remedies may be changed, including through exclusions or exemptions, and the duration of any trade remedy;
- The impact of any new or changed law, regulation or other action affecting our business, including, without limitation, the impact of any trade actions, sanctions or other similar remedies or restrictions implemented by the U.S. or foreign governments;
- Our assessment of power pricing and our ability to successfully obtain and/or implement long-term competitive power arrangements for our operations and projects, including at Mt. Holly;
- Our ability to successfully manage transmission issues and market power price risk and to control or reduce power costs;
- Our plans and expectations with respect to the future operation of our smelters and our other operations, including any plans and expectations to curtail or restart production at any of our operations;
- Our intention and ability to bring our Hawesville smelter back to full production and any plans, expectations, costs or assumptions with respect thereto;
- Any future impact of the May 2018 equipment failure at Sebree and related events on our financial and operating performance, including our expectations with respect to insurance coverage relating thereto;
- Future investments in new technology or other production improvements;
- Our ability to hire and retain qualified employees for our operations;
- Our plans and expectations with respect to the sale or other disposition of our 40% interest in BHH;
- The future financial and operating performance of the Company, its subsidiaries and its projects;
- Future inventory, production, sales, cash costs and capital expenditures;
- Future impairment charges or restructuring costs;

Our anticipated tax liabilities, benefits or refunds including the realization of U.S. and certain foreign deferred tax assets and liabilities and the impact of recent tax reform in the U.S. and foreign jurisdictions;

Access to existing or future financing arrangements and the terms of any such future financing arrangements;

Our ability to refinance or repay debt in the future;

Estimates of our pension and other postretirement liabilities and future payments, property plant and equipment impairment, environmental liabilities and other contingent liabilities and contractual commitments;

Future construction investment and development, including our expansion project at our Grundartangi smelter and our plans and expectations with respect thereto;

The anticipated impact of recent accounting pronouncements or changes in accounting principles;

Our assessment of the ultimate outcome of outstanding litigation and environmental matters and liabilities relating thereto;

Negotiations with labor unions representing certain of our employees; and

Our future business objectives, plans, strategies and initiatives, including our competitive position and prospects. Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from future results expressed, projected or implied by those forward-looking statements. Important factors that could cause actual results and events to differ from those described in such forward-looking statements can be found in the risk factors and forward-looking statements cautionary language contained in Item 1A, "Risk Factors" of our Annual Report on Form 10-K, as amended, and our Quarterly Reports on Form 10-Q and in other filings made with the SEC. Although we have attempted to identify those material factors that could cause actual results or events to differ from those described in such forward-looking statements, there may be other factors that could cause results or events to differ from those anticipated, estimated or intended. Many of these factors are beyond our ability to control or predict. Given these uncertainties, the reader is cautioned not to place undue reliance on our forward-looking statements. Any forward-looking statement included in or incorporated by reference in this prospectus speaks only as of the date on which such statement is made, and other than as required under applicable securities laws, we do not assume any obligation to update, amend or clarify such statements to reflect events, new information or circumstances occurring after such date.

CENTURY ALUMINUM COMPANY

Century Aluminum is a global producer of primary aluminum and operates aluminum reduction facilities, or "smelters," in the United States and Iceland. Our primary aluminum facilities produce standard-grade and value-added primary aluminum products. In addition to our primary aluminum assets, we also own and operate a carbon anode production facility located in the Netherlands and hold a 40% interest in a joint venture that owns and operates a carbon anode and cathode facility located in China.

Our principal executive offices are located at One South Wacker Drive, Suite 1000, Chicago, IL 60606. Our telephone number is (312) 696-3101. Our website address is www.centuryaluminum.com. The information on or accessible through our website is not part of this prospectus and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus.

RISK FACTORS

Investing in our securities involves risks. You should carefully consider the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the quarterly period ended March, 31, 2018 and our other reports filed from time to time with the SEC, which are incorporated by reference into this prospectus, as the same may be amended, supplemented or superseded from time to time by our filings under the Exchange Act, as well as any prospectus supplement relating to a specific security. Before making any investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus or in any applicable prospectus supplement. For more information, see the section entitled “Where You Can Find More Information” on page 15 of this prospectus. These risks could materially affect our business, results of operations or financial condition and affect the value of our securities. You could lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business, results of operations or financial condition.

USE OF PROCEEDS

Unless otherwise set forth in the applicable prospectus supplement, we intend to use the net proceeds of any offering of our securities for working capital and other general corporate purposes, including refinancing of debt, capital expenditures or strategic investments. Any specific allocation of the net proceeds of an offering of securities will be determined at the time of such offering and will be described in the applicable prospectus supplement or other offering material. Until we apply the net proceeds for specific purposes, we may invest net proceeds in short-term or marketable securities.

DESCRIPTION OF SECURITIES

This prospectus contains summary descriptions of the capital stock, debt securities and guarantees, warrants, depositary shares, subscription rights, stock purchase contracts and stock purchase units that we may offer and sell from time to time. These summary descriptions are not meant to be complete descriptions of any security. At the time of an offering and sale, this prospectus, together with the accompanying prospectus supplement, will contain the material terms of the securities being offered.

DESCRIPTION OF CAPITAL STOCK

The following descriptions of our capital stock and of certain provisions of Delaware law do not purport to be complete and are subject to and qualified in their entirety by reference to our Amended and Restated Certificate of Incorporation (the “Certificate”), our Amended and Restated Bylaws (the “Bylaws”) and the General Corporation Law of the State of Delaware (the “DGCL”). Copies of our Certificate and Bylaws have been filed with the SEC and are filed as exhibits to the registration statement of which this prospectus forms a part.

As used in this “Description of Capital Stock,” the terms “we,” “our” and “us” refer only to Century Aluminum Company, a Delaware corporation, and not, unless otherwise indicated, to any of our subsidiaries.

As of the date hereof, our authorized capital stock consists of 200,000,000 shares, of which 195,000,000 shares are common stock, par value \$0.01 per share, and 5,000,000 shares are preferred stock, par value \$0.01 per share. As of December 31, 2018, there were 88,103,440 shares of common stock issued and outstanding and 71,967 shares of preferred stock issued and outstanding. All of our outstanding shares of common stock are fully paid and non-assessable.

Our common stock is listed on the Nasdaq Global Select Market under the symbol “CENX.”

Common Stock

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders, including the election of directors. The Certificate does not provide for cumulative voting in the election of directors. Accordingly, holders of a majority of the shares of our common stock entitled to vote in any election of directors may elect all the directors standing for election. Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors, the holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors from funds which are legally available for that purpose. Upon the liquidation, dissolution or winding up of Century Aluminum, the holders of our common stock are entitled to receive ratably any of our net assets available after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of our common stock have no preemptive, subscription, redemption or conversion rights. All shares of our common stock currently outstanding and those to be issued upon the completion of any offering under a prospectus supplement will be fully paid and non-assessable. The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock which are currently outstanding or which we may designate and issue in the future.

Each prospectus supplement relating to a series of common stock may describe material U.S. federal income tax considerations applicable to the purchase, holding and disposition of such series of common stock.

Preferred Stock and Depositary Shares

Under the Certificate, our board of directors is authorized to issue up to 5,000,000 shares of preferred stock without any vote or action by the holders of our common stock, of which 160,000 shares are designated as Series A Convertible Preferred Stock. See "Series A Convertible Preferred Stock." Our board of directors may issue preferred stock in one or more series and determine for each series the dividend rights, conversion rights, voting rights, redemption rights, liquidation preferences, sinking fund terms and the number of shares constituting that series, as well as the designation thereof. Depending upon the terms of preferred stock established by our board of directors, any or all of the preferred stock could have preference over the common stock with respect to dividends and other distributions and upon the liquidation of Century Aluminum. In addition, issuance of any shares of preferred stock with voting powers may dilute the voting power of the outstanding common stock.

The particular terms of any series of preferred stock that we offer under this prospectus will be described in the applicable prospectus supplement relating to that series of preferred stock. Those terms may include:

- the title and liquidation preference per share of the preferred stock and the number of shares offered;
- the purchase price of the preferred stock;
- the dividend rate (or method of calculation), the dates on which dividends will be payable, whether dividends shall be cumulative and, if so, the date from which dividends will begin to accumulate;
- any redemption or sinking fund provisions of the preferred stock;
- any conversion, redemption or exchange provisions of the preferred stock;
- the voting rights, if any, of the preferred stock;
- whether we will offer depositary shares representing shares of the preferred stock and if so, the fraction or multiple of a share of preferred stock represented by each depositary share; and
- any additional dividend, liquidation, redemption, sinking fund and other rights, preferences, privileges, limitations and restrictions of the preferred stock.

You should refer to the certificate of designations establishing a particular series of preferred stock which will be filed with the Delaware Secretary of State and the SEC in connection with any offering of preferred stock.

Each prospectus supplement relating to a series of preferred stock may describe material U.S. federal income tax considerations applicable to the purchase, holding and disposition of such series of preferred stock.

Series A Convertible Preferred Stock

Shares Authorized and Outstanding. In 2008, we issued 160,000 shares of our Series A Convertible Preferred Stock, of which 71,967 were outstanding as of December 31, 2018. Glencore plc (“Glencore”) holds all shares of the issued and outstanding Series A Convertible Preferred Stock.

The issuance of common stock under our stock incentive programs, debt exchange transactions and any stock offering that exclu