

CENTURY ALUMINUM CO  
Form 8-K  
February 03, 2009

**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): January 28, 2009

**Century Aluminum Company**

**(Exact name of registrant as specified in its charter)**

**Delaware**

(State or other jurisdiction of  
Incorporation)

**0-27918**

(Commission File Number)

**13-3070826**

(IRS Employer Identification No.)

**2511 Garden Road  
Building A, Suite 200  
Monterey, California**

(Address of principal executive offices)

**93940**

(Zip Code)

**(831) 642-9300**

(Registrant's telephone number, including area code)

**N/A**

(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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On January 28, 2009, Century Aluminum Company (the Company) entered into an underwriting agreement, a copy of which is attached hereto as Exhibit 1.1, with Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated as representatives of the underwriters (collectively, the Underwriters) related to the public offering of 24,500,000 shares of the Company's common stock, par value \$0.01 per share (the Shares) at a public offering price of \$4.50 per share. The Shares were delivered against payment therefor on February 3, 2009. The underwriting agreement also grants the Underwriters a 30-day option to purchase up to an additional 3,675,000 shares of the Company's common stock to cover over-allotments, if any.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

1.1 Underwriting Agreement dated January 28, 2009

5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP

23.1 Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)

**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 thereunto duly authorized.

**CENTURY ALUMINUM COMPANY**

Date: February 3, 2009

By: /s/ William J. Leatherberry  
Name: William J. Leatherberry  
Title: Vice President, Assistant  
Secretary and Assistant  
General Counsel