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CENTURY ALUMINUM CO
Form 8-K
August 16, 2005

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): August 10, 2005

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)

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

At the annual meeting of stockholders of Century Aluminum Company (the "Company") held on August 10, 2005 (the "2005 Annual Meeting"), the Company's stockholders approved proposals to amend and restate the Company's 1996 Stock Incentive Plan (the "1996 Plan") and Non-Employee Directors' Stock Option Plan (the "Directors' Plan"). Summary descriptions of the material changes to the 1996 Plan and the Directors Plan are contained in the Company's definitive proxy statement on Schedule 14A, as filed with the Securities and Exchange Commission on July 15, 2005 (the "2005 Proxy Statement"), which descriptions are incorporated herein by reference.

The full text of the 1996 Plan and the Directors' Plan, each as amended and restated, are attached hereto as Exhibit 10.1 and Exhibit 10.2, respectively.

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS.

At the 2005 Annual Meeting, the Company's stockholders also approved a proposal to amend the Company's Restated Certificate of Incorporation (the "Restated Certificate") to increase the number of shares of Company common stock authorized for issuance thereunder from 50,000,000 to 100,000,000 (the "2005 Charter Amendment"). A description of the 2005 Charter Amendment is contained in the 2005 Proxy Statement, which description is incorporated herein by reference. The full text of the Restated Certificate, which has been amended and restated to incorporate the 2005 Charter Amendment and all earlier amendments, is

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attached hereto as Exhibit 4.1.

Effective August 10, 2005, the Company's Board of Directors unanimously approved the amendment and restatement of the Company's by-laws (as amended and restated, the "By-laws"). The By-laws were amended and restated primarily to eliminate certain provisions that are otherwise provided for under the Restated Certificate. The full text of the By-laws are attached hereto as Exhibit 4.2.

2

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(C) EXHIBITS.

The following exhibits are filed with this report on Form 8-K pursuant to Items 1.01 and 5.03:

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| ----- | ----- |
| 4.1 | Restated Certificate of Incorporation |
| 4.2 | Amended and Restated By-laws |
| 10.1 | Amended and Restated 1996 Stock Incentive Plan. |
| 10.2 | Amended and Restated Non-Employee Directors' Stock Option Plan |

3

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: August 15, 2005

By: /s/ Gerald J. Kitchen

Name: Gerald J. Kitchen
Title: Executive Vice President, General
Counsel Chief Administrative
Officer and Secretary

4

EXHIBIT INDEX

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|----------------|-------------|
| ----- | ----- |

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- 4.2 Amended and Restated By-laws
- 10.1 Amended and Restated 1996 Stock Incentive Plan.
- 10.2 Amended and Restated Non-Employee Directors' Stock Option Plan