

KEMET CORP  
Form 8-K  
March 22, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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):

**March 22, 2012**

**KEMET Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**1-15491**  
(Commission File Number)

**57-0923789**  
(IRS Employer Identification No.)

**2835 Kemet Way, Simpsonville, SC**  
(Address of principal executive offices)

**29681**  
(Zip Code)

**(864) 963-6300**

(Registrant's telephone number, including area code)

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**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:

- 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 7.01 Regulation FD Disclosure.**

On March 22, 2012, KEMET Corporation (the Company ) issued a press release. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events**

On March 22, 2012, the Company issued a press release made pursuant to Rule 135c promulgated under the Securities Act of 1933, as amended (the Securities Act ), announcing that it intends to offer, subject to market and other conditions, an additional \$100 million in aggregate principal amount of 10½% senior notes due 2018 (the Notes ) in a private offering to be offered and sold only to qualified institutional buyers in an unregistered offering pursuant to Rule 144A under the Securities Act and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Notes will have identical terms to, and are expected to be treated as a single class with, the \$230 million in aggregate principal amount of 10½% senior notes due 2018 issued on May 5, 2010.

The Notes will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This current report on Form 8-K is neither an offer to sell nor the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

A copy of the press release announcing the private offering of the Notes is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                              |
|--------------------|--|
| 99.1               | Press Release, dated March 22, 2012, issued by the Company |
| 99.2               | Press Release, dated March 22, 2012, issued by the Company |

**Signature**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 22, 2012

KEMET Corporation

/s/ William M. Lowe, Jr.  
William M. Lowe, Jr.  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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