

CENTURY ALUMINUM CO

Form 8-K

June 13, 2007

**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): June 7, 2007

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

**Delaware** **0-27918** **13-3070826**  
(State or other jurisdiction of (Commission File Number) (IRS Employer Identification No.)  
Incorporation)

**2511 Garden Road**  
**Building A, Suite 200**  
**Monterey, California** **93940**  
(Address of principal executive offices) (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 June 7, 2007, 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 7,250,000 shares of the Company s common stock, par value \$0.01 per share (the Shares ) at a public offering price of \$52.50 per share. The Shares were delivered against payment therefor on June 13, 2007. The underwriting agreement also grants the Underwriters a 30-day option to purchase up to an additional 1,087,500 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 June 7, 2007

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: June 13, 2007

By: /s/ William J. Leatherberry  
Name: William J. Leatherberry  
Title: Assistant Secretary and Corporate  
Counsel