

FERRO CORP  
Form 8-K  
September 14, 2007

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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):

September 13, 2007

Ferro Corporation

(Exact name of registrant as specified in its charter)

Ohio

1-584

34-0217820

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Lakeside Avenue, Cleveland, Ohio

44114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-641-8580

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))

**Top of the Form**

**Item 8.01 Other Events.**

On September 13, 2007, Ferro Corporation entered into a settlement agreement with the U.S. Securities and Exchange Commission ("SEC") related to previously disclosed inappropriate accounting entries in Ferro's Polymer Additives business, which were discovered in 2004. As part of the settlement and without admitting or denying any wrongdoing, Ferro has agreed to the entry of an administrative order by the SEC. The order directs Ferro to cease and desist from committing or causing violations of certain of the reporting provisions of Federal securities laws and related SEC rules. The SEC's order contains no finding of securities fraud or violation of any antifraud provision of Federal securities laws or related SEC rules. Ferro was not required to pay any monetary penalty or fine in connection with the resolution of this matter.

In addition, on September 14, 2007, plaintiffs in the previously disclosed consolidated securities class action lawsuit against Ferro and certain former officers of Ferro filed a voluntary dismissal with prejudice of their appeal of an earlier decision by the United States District Court for the Northern District of Ohio. The District Court's June 2007 decision dismissed the plaintiff's complaint that had alleged certain violations of Federal securities laws related to the inappropriate accounting entries in Ferro's Polymer Additives business, which were discovered in 2004.

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**Top of the Form**

**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 hereunto duly authorized.

Ferro Corporation

*September 14, 2007*

By: *Sallie B. Bailey*

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*Name: Sallie B. Bailey*

*Title: Vice President and Chief Financial Officer*