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CENTURY ALUMINUM CO
Form 8-K
August 02, 2004

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): May 17, 2004

CENTURY ALUMINUM COMPANY
(Exact name of registrant as specified in its charter)

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

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)

ITEM 5. OTHER EVENTS.

On July 29, 2004, Century Aluminum Company ("Century") issued a press release announcing that it intended to sell, subject to market and other conditions, \$150 million of its Convertible Senior Notes due 2024 to certain qualified institutional buyers in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. A copy of the press release announcing the proposed private placement of Century's Convertible Senior Notes is attached hereto as Exhibit 99.1.

Century also announced on July 29, 2004 that it had commenced a cash tender offer for any and all of its outstanding 11.75% Senior Secured First Mortgage Notes Due 2008 ("First Mortgage Notes") (CUSIP No. 156431AC2) and was soliciting consents to proposed amendments to the indenture governing the First Mortgage Notes that would eliminate substantially all of the restrictive covenants and certain default provisions in the indenture. A copy of the press release announcing Century's tender offer and consent solicitation is attached hereto as Exhibit 99.2.

On July 30, 2004, Century announced the pricing of its previously reported private offering of \$150 million of 1.75% Convertible Senior Notes due August 1, 2024, to certain qualified institutional buyers. A copy of the press

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release announcing the pricing of the Convertible Senior Notes is attached hereto as Exhibit 99.3.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(C) EXHIBITS.

The following exhibits are filed with this report on Form 8-K:

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated July 29, 2004, announcing Century's proposed private placement of \$150 million of its Convertible Senior Notes.
99.2	Press Release, dated July 29, 2004, announcing Century's tender offer and consent solicitation relating to its outstanding 11.75% Senior Secured First Mortgage Notes Due 2008.
99.3	Press Release, dated July 30, 2004, announcing the pricing of \$150 million of Century's 1.75% Convertible Senior Notes due August 1, 2024.

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: July 30, 2004

By: /s/ Gerald J. Kitchen

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

EXHIBIT INDEX

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99.2	Press Release, dated July 29, 2004, announcing Century's tender offer and consent solicitation relating to its outstanding 11.75% Senior Secured First Mortgage Notes Due 2008.

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99.3

Press Release, dated July 30, 2004, announcing the pricing of \$150 million of Century's 1.75% Convertible Senior Notes due August 1, 2024.