

CENTURY ALUMINUM CO
Form 8-K
October 01, 2009

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 29, 2009

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

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

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|---|---------------------|
| 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)
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))



Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On September 29, 2009, the Board of Directors of Century Aluminum Company (the "Company"), upon the recommendation of the Audit Committee of the Board of Directors, approved amendments to the Company's Code of Ethics.

The principal amendments include the adoption of an anti-harassment policy, guidelines regarding use of Company telephones and computers, use of public communications and incorporating into the Code of Ethics the Company's incentive compensation recoupment policy. Other clarifying amendments and technical changes were also approved by the Board of Directors. The amendments to the Code of Ethics are effective immediately. None of the amendments constituted a waiver of a provision of the Code of Ethics on behalf of the Company's Chief Executive Officer, Chief Financial Officer, Controller, or persons performing similar functions.

A copy of the amended Code of Ethics is available on the Company's Internet website at www.centuryaluminum.com and a copy will be mailed to any person, without charge, upon written request addressed to:

Corporate Secretary
Century Aluminum Company
2511 Garden Road, Bldg. A, Suite 200
Monterey, California 93940

The information in this Form 8-K may contain "forward-looking statements" within the meaning of U.S. federal securities laws. The Company has based its forward-looking statements on current expectations and projections about the future, however, these statements are subject to risks, uncertainties and assumptions, any of which could cause the Company's actual results to differ materially from those expressed in its forward-looking statements. More information about these risks, uncertainties and assumptions can be found in the risk factors and forward-looking statements cautionary language contained in the Company's Annual Report on Form 10-K and in other filings made with the Securities and Exchange Commission. The Company does not undertake, and specifically disclaims, any obligation to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date such forward-looking statements are made.

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.

Date: October 1, 2009 By:
CENTURY ALUMINUM COMPANY
/s/ William J. Leatherberry
Name: William J. Leatherberry
Title: Senior Vice President, General Counsel
and Assistant Secretary