

CENTURY ALUMINUM CO
Form 8-K
December 05, 2014

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): December 3, 2014

Century Aluminum Company

(Exact Name of Registrant as Specified in Charter)

Delaware

1-34474

13-3070826

(State or Other Jurisdiction of Incorporation)(Commission File Number)

(IRS Employer Identification No.)

One S. Wacker Drive

Suite 1000

Chicago, Illinois

(Address of Principal Executive Offices)

(831) 642-9300

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

60606

(Zip Code)

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 1.01. Entry into a Material Definitive Agreement.

The Board of Directors of Century Aluminum Company (the “Company”) has approved a revised form of Indemnification Agreement (the “Indemnification Agreement”) to be entered into by the Company and each of the Company’s officers and directors. On December 3, 2014, the Company entered into the Indemnification Agreement with each of the Company’s officers and directors who had agreements with the Company under the previous form, replacing and superseding the prior agreements. The new form reflects a revised definition of “change in control” to conform to the definition used in the Company’s other compensation and severance related agreements.

The foregoing description of the form of Indemnification Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Indemnification Agreement, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|-----------------------------------|
| 10.1 | Form of Indemnification Agreement |

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.

Date: December 5, 2014 By: CENTURY ALUMINUM COMPANY
 /s/ Jesse E. Gary
 Name: Jesse E. Gary
 Title: Executive Vice President, General Counsel and Secretary

Exhibit Index

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