CENTURY ALUMINUM CO
Form S-8
October 22, 2009

As filed with the Securities and Exchange Commission on October 22, 2009

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

CENTURY ALUMINUM COMPANY

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation or organization)	13-3070826 (I.R.S. Employer Identification No.)

Century Aluminum Company
Building A, Suite 200
2511 Garden Road
Monterey, California
(831) 642-9300

(Address of Principal Executive Offices)	93940 (Zip Code)

CENTURY ALUMINUM 401(K) PLAN
(Full title of the plan)

William J. Leatherberry, Esq.
Senior Vice President and
General Counsel
Century Aluminum Company
2511 Garden Road
Building A, Suite 200
Monterey, California 93940
(831) 642-9300

(Name, address and telephone
number, including area code,
of agent for service)

Copy to:

Rodney R. Peck, Esq.
Pillsbury Winthrop Shaw
Pittman LLP
P.O. Box 7880
San Francisco, CA 94120
Telephone: (415) 983-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer." "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered(1)	Amount To Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock par value $0.01 per shares	1,500,000	$10.64 (2)	$15,960,000 (2)	$890.57 (3)

(1) Pursuant to Rule 416(c) of the Securities Act of 1933, this Registration Statement covers an indeterminate amount of plan interests to be offered or sold pursuant to the Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) on the basis of the average of the high and low prices as reported on the Nasdaq Global Select Market on October 16, 2009.

(3) Calculated pursuant to Rule 457(h) under the Securities Act of 1933.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

Explanatory Note

This Registration Statement on Form S-8 is filed by Century Aluminum Company (the "Registrant") for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plan is effective. This Registration Statement on Form S-8 relates to 1,500,000 shares of the Registrant's common stock, par value $0.01 per share (the "Common Stock"), issuable pursuant to the Century Aluminum Company 401(k) Plan (the "Plan"). Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference the Registration Statement on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission on November 15, 2005 (File No. 333-129699), and the Registration Statement on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission on June 28, 1996 (File No. 333-07239) in connection with the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP
5.2	*
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in its opinion filed as Exhibit 5.1 to this Registration Statement)
24.1	Power of Attorney

---

* The Registrant undertakes that it has submitted or will submit the Plan and any amendment potentially affecting the qualification thereof to the Internal Revenue Service (the "IRS") for a determination on its tax-qualified status in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monterey, State of California, on October 22, 2009.

CENTURY ALUMINUM COMPANY

By: /s/ William J. Leatherberry
William J. Leatherberry
Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 22, 2009.

/s/Logan W. Kruger	President and Chief Executive Officer (Principal Executive Officer) and Director
/s/Michael A. Bless	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/Steve Schneider	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
* John P. O'Brien	Chairman of the Board and Director
* John C. Fontaine	Director
*	Director

Jack E. Thompson	
*	Director
Peter C. Jones	
*	Director
Robert E. Fishman, PhD	
*	Director
Willy R. Strothotte	
*	Director
Jarl Berntzen	
*	Director
Catherine Z. Manning	

* By: /s/ William J. Leatherberry Attorney-in-fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustee of the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monterey, State of California, on October 22, 2009.

CENTURY ALUMINUM 401(K) PLAN

By: /s/ William J. Leatherberry
William J. Leatherberry
Senior Vice President and General
Counsel

INDEX TO EXHBIITS

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP
5.2	*
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in its opinion filed as Exhibit 5.1 to this Registration Statement)
24.1	Power of Attorney

---

* The Registrant undertakes that it has submitted or will submit the Plan and any amendment potentially affecting the qualification thereof to the Internal Revenue Service (the "IRS") for a determination on its tax-qualified status in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.