
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 1, 2014

Century ALUMINUM

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

Delaware
(State or other jurisdiction of Incorporation)

1-34474
(Commission File Number)

13-3070826
(IRS Employer Identification No.)

One S. Wacker Drive
Suite 1000
Chicago, Illinois
(Address of Principal Executive Offices)

60606
(Zip Code)

(312) 696-3101

(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))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 1, 2014, Century Aluminum Company (the "Company"), through its wholly-owned subsidiary Berkeley Aluminum, Inc. ("Berkeley"), completed its acquisition of Alcoa Inc.'s ("Alcoa") 50.3% stake in the Mt. Holly aluminum smelter in accordance with the stock purchase agreement, dated as of October 23, 2014 (the "Stock Purchase Agreement"), by and between Berkeley and Alumax, Inc., a wholly owned subsidiary of Alcoa. At closing, Berkeley made a closing payment of approximately \$53.8 million. The transaction remains subject to post-closing adjustments for (i) working capital, (ii) pension funding, (iii) changes in the Midwest Transaction Price between July 2, 2014 and December 31, 2015 and (iv) a true-up process intended to place the parties in approximately the same economic position as they would have been in had the transaction closed on September 30, 2014. The Company funded the acquisition with available cash on hand.

The above description does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement, which is incorporated by reference as Exhibit 2.1 to this Current Report on Form 8-K.

Item 8.01. Other Events.

On December 1, 2014, the Company issued a press release announcing the closing of the acquisition described above. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1	Stock Purchase Agreement, dated October 23, 2014, by and between Berkeley Aluminum, Inc. and Alumax Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on October 24, 2014).
99.1	Press Release dated December 1, 2014.

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: December 1, 2014 CENTURY ALUMINUM COMPANY
By: /s/ Jesse E. Gary
Name: Jesse E. Gary
Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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December 1, 2014

Century Aluminum Completes Acquisition of Mt. Holly, SC Smelter

CHICAGO, IL --(Marketwired - Dec 1, 2014) - Century Aluminum Company (NASDAQ: CENX) announced today that its wholly owned subsidiary has completed its transaction with Alcoa to acquire full ownership of the Mt. Holly aluminum smelter. Mt. Holly, located in Berkeley County, South Carolina, employs approximately 600 people and has an annual production capacity of 229,000 metric tons of primary aluminum.

"We are very pleased to assume full ownership of the Mt. Holly plant," commented Michael Bless, President and CEO. "Our first order of business is to work toward a safe and seamless transition. Mt. Holly is an excellent plant and we are confident that, with some focus and targeted investments, the talented management team can produce even greater results. We also look forward to becoming an active participant in the economy and greater community of Berkeley County. We will now turn our attention to securing a power contract which will support the plant's long-term operations. Though we are early in this complex process, we have been encouraged by recent discussions."

About Century Aluminum

Century Aluminum Company owns primary aluminum capacity in the United States and Iceland. Century's corporate offices are located in Chicago, IL. Visit www.centuryaluminum.com for more information.

Certified Advisors for the First North market of the OMX Nordic Exchange Iceland hf. for Global Depositary Receipts in Iceland:

Atli B. Gudmundsson, Senior Manager -- Corporate Finance, Landsbankinn hf.

Steingrímur Helgason, Director -- Corporate Finance, Landsbankinn hf.

Cautionary Statement

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements about future events and are based on our current expectations. These forward-looking statements may be identified by the words "believe," "expect," "target," "anticipate," "intend," "plan," "seek," "estimate," "potential," "project," "scheduled," "forecast" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," "might," or "may." Our forward-looking statements include, without limitation, statements with respect to: the future financial and operating performance of the Company, its subsidiaries and its projects; access to existing or future financing arrangements; future global and local financial and economic conditions; our assessment of the aluminum market and aluminum prices (including premiums); the benefits of the Mt. Holly acquisition, our expectations regarding the Mt. Holly operations and our ability to successfully integrate the Mt. Holly operations with the rest of the business; and our assessment of power pricing and our ability to successfully obtain and/or implement long-term competitive power arrangements for our operations and projects, including Mt. Holly.

Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from future results expressed, projected or implied by those forward-looking statements. Important factors that could cause actual results and events to differ from those described in such forward-looking statements can be found in the risk factors and forward-looking statements cautionary language contained in our Annual Report on Form 10-K, quarterly reports on Form 10-Q and in other filings made with the Securities and Exchange

Commission. Although we have attempted to identify those material factors that could cause actual results or events to differ from those described in such forward-looking statements, there may be other factors that could cause results or events to differ from those anticipated, estimated or intended. Many of these factors are beyond our ability to control or predict. Given these uncertainties, the reader is cautioned not to place undue reliance on our forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

Contacts

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