

CENTURY ALUMINUM CO
Form S-8 POS
March 25, 2011

As filed with the Securities and Exchange Commission on March 25, 2011.

Registration No. 333-28827

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
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
2511 Garden Road
Building A, Suite 200
Monterey, California
(831) 642-9300
(Address of Principal Executive
Offices)

93940
(Zip Code)

CENTURY ALUMINUM OF WEST VIRGINIA, INC./UNITED
STEELWORKERS OF AMERICA SAVINGS PLAN
(Full title of the plan)

William J. Leatherberry, Esq.
Executive 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)

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,"

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“accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated Filer | <input type="checkbox"/> | Accelerated Filer | <input checked="" type="checkbox"/> |
| Non-accelerated Filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

Explanatory Note – Deregistration of Securities

On June 9, 1997, Century Aluminum Company (the “Registrant”) filed a registration statement on Form S-8 (No. 333-28827) (the “Registration Statement”) with the Securities and Exchange Commission, registering 25,000 shares of the Registrant’s common stock, current par value \$0.01 per share (the “Common Stock”), and an indeterminate amount of plan interests, to be offered or sold pursuant to the Century Aluminum of West Virginia, Inc./United Steelworkers of America Savings Plan (the “USW Plan”). The USW Plan no longer offers Common Stock as an investment option. The USW Plan otherwise continues in force. Accordingly, the Registrant hereby deregisters all shares of Common Stock and such indeterminate amount of plan interests, in each case, previously registered for offering or sale pursuant to the USW Plan that remain unissued.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| Exhibit Number | Exhibit |
|-------------------|-------------------|
| 24.1 | Power of Attorney |

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monterey, State of California, on March 25, 2011.

CENTURY ALUMINUM COMPANY

By /s/ William J. Leatherberry
William J. Leatherberry
Executive 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 March 25, 2011.

| | | |
|--|---|--|
| /s/ Logan W. Kruger Logan W. Kruger | | President and Chief Executive Officer (Principal Executive Officer) and Director |
| /s/ Michael A. Bless Michael A. Bless | | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Steve Schneider Steve Schneider | | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| | * | Chairman of the Board and Director |
| John P. O'Brien | | |
| | * | Director |
| Jarl Berntzen | | |
| | * | Director |
| Robert E. Fishman, Ph.D. | | |
| | * | Director |
| John C. Fontaine | | |
| | * | Director |
| Daniel Goldberg | | |
| | * | Director |

Peter Jones

*

Director

Catherine Z. Manning

*

Director

Andrew Michelmore

*

Director

Willy R. Strothotte

*

Director

Jack E. Thompson

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

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 March 25, 2011.

CENTURY
ALUMINUM
COMPANY

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

Exhibit Index

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| 24.1 | Power of Attorney |