

KAISER ALUMINUM CORP

Form POS AM

July 05, 2006

As filed with the Securities and Exchange Commission on July 5, 2006.

Registration No. 333-16239

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 ON FORM S-1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KAISER ALUMINUM CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

3334
(Primary standard industrial
classification code number)
27422 Portola Parkway, Suite 350
Foothill Ranch, California 92610-2831
(949) 614-1740

94-3030279
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

John M. Donnan, Esq.
Vice President and General Counsel
Kaiser Aluminum Corporation
27422 Portola Parkway, Suite 350
Foothill Ranch, California 92610-2831
(949) 614-1740

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

with copies to:
Troy B. Lewis, Esq.
Anna Marie Dempsey, Esq.
Jones Day
2727 North Harwood Street
Dallas, Texas 75201
(214) 220-3939

Approximate date of commencement of proposed sale to the public: **Not applicable. Deregistration of unsold securities.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement

for the same offering. o _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o _____

Deregistration of Securities

On November 15, 1996, Kaiser Aluminum Corporation (the Company) filed a registration statement on Form S-3 (the Registration Statement) that provided for the offer and sale by the Company of shares of the Company's preferred stock, par value \$.05 per share (Preferred Stock), fractional interests of Preferred Stock represented by depositary shares, shares of the Company's common stock, par value \$.01 per share (Common Stock), warrants to purchase Preferred Stock or Common Stock, or any combination of the foregoing (collectively, the Securities), at an aggregate initial offering price not to exceed \$150,000,000. No Securities were offered or sold under the Registration Statement.

On February 12, 2002, the Company filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. On February 6, 2006, the United States Bankruptcy Court for the District of Delaware entered an order confirming the Second Amended Joint Plan of Reorganization of Kaiser Aluminum Corporation, Kaiser Aluminum & Chemical Corporation and Certain of Their Debtor Affiliates, dated September 7, 2005, as modified (the Plan), which confirmation order was affirmed by an order of the United States District Court for the District of Delaware entered on May 11, 2006. As a result of the actions contemplated by the Plan, the Company has concluded that it will not offer or sell any Securities under the Registration Statement and, accordingly, is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister, as of the date hereof, all Securities included in the Registration Statement that were not previously offered or sold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 Foothill Ranch, State of California, on this 5th day of July, 2006.

KAISER ALUMINUM CORPORATION

By: /s/ Joseph B. Bellino
 Executive Vice President and Chief Financial
 Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURES | TITLE | DATE |
|--|---|--------------|
| /s/ Jack A. Hockema Jack A. Hockema | President and Chief Executive Officer and Director (Principal Executive Officer) | July 5, 2006 |
| /s/ Joseph P. Bellino Joseph P. Bellino | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | July 5, 2006 |
| /s/ Daniel D. Maddox Daniel D. Maddox | Vice President and Controller (Principal Accounting Officer) | July 5, 2006 |
| /s/ George T. Haymaker, Jr. George T. Haymaker, Jr. | Chairman of the Board and Director | July 5, 2006 |
| /s/ Robert J. Cruikshank Robert J. Cruikshank | Director | July 5, 2006 |
| /s/ Charles E. Hurwitz Charles E. Hurwitz | Director | July 5, 2006 |
| /s/ Ezra G. Levin Ezra G. Levin | Director | July 5, 2006 |
| /s/ John D. Roach John D. Roach | Director | July 5, 2006 |