CENTURY ALUMINUM CO Form 8-K March 02, 2009

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): February 27, 2009

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

Delaware 0-27918 13-3070826 (State or other jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

2511 Garden Road
Building A, Suite 200
Monterey, California
(Address of principal executive offices)

(831) 642-9300

93940

(Zip Code)

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

On February 27, 2009, Century Aluminum Company (the Company) determined that our previously issued financial statements for the nine months ended September 30, 2008 included in our periodic report on Form 10-Q for that period should no longer be relied upon as a result of an error in the interim consolidated statement of cash flows. A restatement of these previously issued financial statements is necessary as the Company has determined that preferred stock issued in July 2008 was not presented on the consolidated statement of cash flows in accordance with Statement of Financial Accounting Standards No. 95 "Statement of Cash Flows".

The Company initially reported cash flows associated with the termination of forward financial sales contracts by issuing \$929 million of Series A Convertible Preferred Stock on a net basis as an operating activity. Management has concluded the transaction should have been presented on a gross presentation basis as both an operating activity and a financing activity to reflect the cash receipts and disbursements associated the transaction.

The Company will correct its interim consolidated statement of cash flows for the nine months ended September 30, 2008 when filing our Quarterly Report on Form 10-Q for the period ending September 30, 2009.

The restatement will have the following impact on the Company's consolidated statement of cash flows for the nine months ended September 30, 2008:

Net loss		As Reported	As Adjusted	Adjustment
Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Unrealized net loss on forward contracts 605,105 605,105 605,105 Depreciation and amortization 62,912 62,912 — Deferred income taxes (198,352) Pension and other postretirement benefits 11,677 11,677 — Stock-based compensation Excess tax benefits from share-based compensation 6657) Loss on disposal of assets Undistributed earnings of joint ventures (12,466) Undistributed earnings of joint ventures (12,466) Undistributed earnings of joint ventures (12,403) Purchase of short-term trading securities (22,403) Purchase of short-term trading securities (97,532) Sale of short-term trading securities (97,532) Prepaid and other current assets (38,119) Inventories (36,119) Accounts payable, trade 15,266 Due to affiliates (215,522) Other - net (5,001) CASH FLOWS FROM INVESTING ACTIVITIES: Purchase of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant and equipment Restricted and other cash deposits (97,10) Proceeds from sale of property, plant	CASH FLOWS FROM OPERATING ACTIVITIES:		(100.164)	¢
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*	•	_		929,480
Issuance of common stock - net of issuance costs 443.646 443.646 —	Issuance of common stock - net of issuance costs	443,646	443,646	
Net cash provided by (used in) financing activities (35,895) 893,585 929,480				929.480
NET CHANGE IN CASH 68,093 68,093 —	•			
CASH, BEGINNING OF PERIOD 60,962 60,962 —				
CASH, END OF PERIOD \$ 129,055 \$ —		,		\$

Company management has discussed the matters related to the restatement with the Company's independent registered public accounting firm, Deloitte and Touche, LLP.	ed

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.

CENTURY ALUMINUM COMPANY

Date: March 2, 2009 By: /s/ Michael A Bless Name: Michael A Bless

Title: Executive Vice President and

Chief Financial Officer