

CENTURY ALUMINUM CO

FORM 8-K (Current report filing)

Filed 07/17/25 for the Period Ending 07/16/25

Address	1 SOUTH WACKER DRIVE SUITE 1000 CHICAGO, IL, 60606
Telephone	3126963101
CIK	0000949157
Symbol	CENX
SIC Code	3334 - Primary Production of Aluminum
Industry	Aluminum
Sector	Basic Materials
Fiscal Year	12/31

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): July 16, 2025



Century Aluminum Company
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-34474
(Commission File Number)

13-3070826
(IRS Employer Identification No.)

One South 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Stock, \$0.01 par value per share	CENX	Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On July 16, 2025, Century Aluminum Company (the “Company”) announced its intention to offer, pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”), up to \$400,000,000 aggregate principal amount of senior secured notes due 2032 (the “New Secured Notes”). Additionally on July 16, 2025, the Company announced that it had priced the offering of the New Secured Notes. A copy of the press releases announcing the offering and the results of the pricing of the New Secured Notes are attached hereto as Exhibits 99.1 and 99.2, respectively.

The New Secured Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A and with respect to the New Secured Notes to certain persons in offshore transactions in reliance on Regulation S. This Form 8-K shall not constitute an offer to sell or a solicitation of an offer to purchase the New Secured Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The information provided pursuant to this Item 7.01, including Exhibits 99.1 and 99.2 attached hereto, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in any such filing.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit Number	Description
<u>99.1</u>	<u>Press Release of Century Aluminum Company dated July 16, 2025</u>
<u>99.2</u>	<u>Press Release of Century Aluminum Company dated July 16, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

CENTURY ALUMINUM COMPANY

Date: July 17, 2025

By: /s/ John DeZee

Name: John DeZee

Title: Executive Vice President, General Counsel and Secretary

Century Aluminum Company Announces Proposed Private Offering of \$400 Million of Senior Secured Notes

07/16/25

CHICAGO, July 16, 2025 (GLOBE NEWSWIRE) -- Century Aluminum Company (NASDAQ: CENX) (“Century”) announced today a proposed private offering of \$400 million aggregate principal amount of senior secured notes due July 2032 (the “Secured Notes”) subject to market and other conditions (the “Secured Notes Offering”). Century intends to use the net proceeds from the Secured Notes Offering to refinance Century’s 7.50% Senior Secured Notes due 2028 (the “2028 Notes”), to repay borrowings under Century’s credit facilities and to pay fees and expenses relating to these transactions.

The interest rate and other terms of the Secured Notes will be determined at the pricing of the Secured Notes Offering.

The Secured Notes will be offered and sold to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933 (the “Securities Act”) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Secured Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the Secured Notes nor shall there be any sale of Secured Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

This press release contains information about pending or anticipated transactions, and there can be no assurance that these transactions will be completed.

About Century Aluminum Company

Century Aluminum is an integrated producer of bauxite, alumina, and primary aluminum products. Century is the largest producer of primary aluminum in the United States, and also operates production facilities in Iceland, the Netherlands and Jamaica.

Cautionary Statement Regarding Forward-Looking Information

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to the “safe harbor” created by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements about future events and are based on Century’s current expectations and include, without limitation, statements with respect to Century’s intention to complete the offering of the Secured Notes and refinance the 2028 Notes. These forward-looking statements may be identified by the words “believe,” “expect,” “hope,” “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.” Forward-looking statements 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. Consequently, the forward-looking statements contained herein should not be regarded as representations that the projected outcomes can or will be achieved, and we do not undertake, and specifically disclaim, any obligation to revise any forward-looking statements to reflect the occurrence of future events or circumstances.

INVESTOR CONTACT

Ryan Crawford
312-696-3132

MEDIA CONTACT

Tawn Earnest
614-698-6351

Source: Century Aluminum Company

Century Aluminum Company Announces Pricing of Private Offering of \$400 million of Senior Secured Notes**07/16/25**

CHICAGO, July 16, 2025 (GLOBE NEWSWIRE) -- Century Aluminum Company (NASDAQ: CENX) ("Century") announced today that it had priced its previously announced private offering (the "Secured Notes Offering") of \$400 million aggregate principal amount of 6.875% senior secured notes due July 2032 (the "Secured Notes").

The Secured Notes will be issued at a price equal to 100.00% of their aggregate principal amount. The Secured Notes will pay interest semi-annually in arrears on February 1 and August 1 of each year, beginning on February 1, 2026, at a rate of 6.875% per annum in cash. The Secured Notes will mature on August 1, 2032, unless earlier redeemed or repurchased. The sale of the Secured Notes is expected to close on July 22, 2025, subject to customary closing conditions. The Secured Notes will be guaranteed by Century's domestic restricted subsidiaries (subject to certain exceptions), and Century's obligations under the Secured Notes will be secured (subject to certain exceptions and permitted liens) by liens on substantially all of its and its subsidiary guarantors' assets other than collateral securing Century's indebtedness under its credit agreement and certain other excluded property.

The net proceeds from the Secured Notes Offering will be used to refinance Century's 7.50% Senior Secured Notes due 2028 (the "2028 Notes"), to repay borrowings under Century's credit facilities and to pay fees and expenses relating to these transactions.

The Secured Notes have been offered and will be sold to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933 (the "Securities Act") and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Secured Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the Secured Notes nor shall there be any sale of Secured Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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