

FERRO CORP  
Form 8-K  
August 11, 2010

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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):

August 5, 2010

Ferro Corporation

(Exact name of registrant as specified in its charter)

Ohio

1-584

34-0217820

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Lakeside Avenue, Cleveland, Ohio

44114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-641-8580

Not Applicable

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 8.01 Other Events.**

Ferro Corporation (the "Company") is filing herewith the following exhibits to its Registration Statement on Form S-3 (File No. 333-168324):

1. Underwriting Agreement, dated as of August 5, 2010, by and among the Company and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC, acting as representatives of the several underwriters named in Schedule A thereto.
2. Opinion of Jones Day.

**Item 9.01 Financial Statements and Exhibits.**

- 1.1 Underwriting Agreement, dated as of August 5, 2010, by and among the Company and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC, acting as representatives of the several underwriters named in Schedule A thereto.
  - 5.1 Opinion of Jones Day
  - 23.1 Consent of Jones Day (included in Exhibit 5.1)
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**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.

Ferro Corporation

*August 11, 2010*

By: *Thomas R. Miklich*

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*Name: Thomas R. Miklich*

*Title: Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated as of August 5, 2010, by and among the Company and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC, acting as representatives of the several underwriters named in Schedule A thereto.
5.1	Opinion of Jones Day
23.1	Consent of Jones Day (included in Exhibit 5.1)