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OREGON STEEL MILLS INC
Form 8-K
September 30, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON DC 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): SEPTEMBER 29, 2004

OREGON STEEL MILLS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

1-9887

94-0506370

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1000 S.W. BROADWAY, SUITE 2200; PORTLAND, OREGON

97205

(Address of principal executive offices)

(Zip code)

(503) 223-9228

(Registrant's telephone number, including area code)

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))

SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On September 29, 2004, Oregon Steel Mills, Inc. entered into an Underwriting Agreement with CIBC World Markets Corp. and UBS Securities LLC, as representatives of the underwriters named in the Underwriting Agreement. The Underwriting Agreement provides for the purchase by the underwriters of 7,500,000 shares of Oregon Steel

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Mills, Inc.'s common stock. In addition, the underwriters will have an option to purchase up to an additional 1,125,000 shares of common stock from Oregon Steel Mills, Inc. to cover over-allotments, if any. The underwriters will pay Oregon Steel Mills, Inc. \$15.16 per share for all shares purchased. The Underwriting Agreement is subject to customary representations and warranties, indemnification provisions, and closing conditions and is expected to close on Tuesday, October 5, 2004. A copy of the Underwriting Agreement was filed as Exhibit 1.1 to Amendment No. 2 to Form S-3 Registration Statement (File No. 333-118959) filed with the SEC on September 23, 2004.

SECTION 7 - REGULATION FD

ITEM 7.01. REGULATION FD DISCLOSURE

On September 14, 2004, Oregon Steel Mills, Inc. ("Company") filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-118959), as amended by Amendment No. 1 filed on September 20, 2004, and Amendment No. 2, filed on September 23, 2004 (collectively, the "Registration Statement"), relating to the registration under the Securities Act of 1933 of 8,625,000 shares of \$0.01 par value Common Stock of the Company (which includes 1,125,000 shares subject to the underwriters' over-allotment option) with an aggregate offering price to the public of \$16.00 per share, which Registration Statement was declared effective on September 29, 2004.

The Company's Press Release, dated September 29, 2004, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT
NUMBER

DESCRIPTION

99.1 Oregon Steel Mills, Inc. Company Press Release dated September 29, 2004, regarding the registration and pricing of common stock.

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.

OREGON STEEL MILLS, INC.

(Registrant)

Date: September 29, 2004

By: /s/ Jeff S. Stewart

Jeff S. Stewart
Corporate Controller

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(Principal Accounting Officer)