

GENERAL CABLE CORP /DE/

Form 424B7

August 01, 2008

Prospectus Supplement No. 1

(to Prospectus dated April 16, 2008)

Filed Pursuant to Rule 424(b)(7)

Registration No. 333-150273

\$475,000,000

General Cable Corporation

1.00% Senior Convertible Notes due 2012

Common Stock Issuable Upon Conversion of the Notes

The following information supplements and amends the prospectus dated April 16, 2008 relating to the resale by the selling securityholders of our 1.00% Senior Convertible Notes due 2012, which we issued in a private placement on October 2, 2007, and common stock issuable upon conversion of the notes.

This prospectus supplement is not complete without, and may not be delivered or utilized except in combination with, the prospectus dated April 16, 2008. This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated April 16, 2008.

Our common stock is listed on the New York Stock Exchange under the symbol BGC. On July 31, 2008, the closing price of our common stock on the New York Stock Exchange was \$57.63 per share.

Investing in the notes and our common stock involves risks that are described in the Risk Factors section beginning on page 8 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 1, 2008.

SELLING SECURITYHOLDERS

The following table sets forth information as of July 31, 2008, with respect to the selling securityholders named therein and other information regarding the beneficial ownership of the notes and shares of our common stock by each of the selling securityholders named therein. This information is based on information provided by or on behalf of the selling securityholders. The selling securityholders may from time to time offer and sell any or all of the securities under the prospectus (as amended and supplemented hereby). Because the selling securityholders are not obligated to sell the notes or any shares of common stock issuable upon conversion of the notes, we cannot estimate the amount of the notes or how many shares of common stock that the selling securityholders will hold upon consummation of any such sales. In addition, since the date on which a selling securityholder provided this information to us, such selling securityholder may have sold, transferred or otherwise disposed of all or a portion of its notes or common stock issuable upon conversion of its notes. As a result, the sum of the principal amount of notes listed as beneficially owned by selling securityholders in the table in the prospectus dated April 16, 2008, as supplemented by this prospectus supplement, may be more than \$475,000,000 because certain selling securityholders listed in the table sold, transferred or otherwise disposed of some or all of their notes since they last reported their beneficial ownership to us without informing us of such transactions, while the new beneficial owners have provided us with information as to their ownership of the notes, reflected in the table. For the sake of clarity, the maximum principal amount of notes that may be sold under this prospectus will not exceed \$475,000,000.

Based upon information provided by the selling securityholders named below, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or our affiliates during the past three years.

Information concerning the selling securityholders may change from time to time and any changed information will be set forth in supplements to this prospectus when and if necessary. In addition, the conversion rate and, therefore, the number of shares of common stock issuable upon conversion of the notes, is subject to adjustment in certain circumstances.

The table in the section captioned **Selling Securityholders** of the prospectus dated April 16, 2008 is hereby supplemented and amended to reflect the selling securityholders identified below and to reflect the notes, and common stock issuable upon conversion of the notes, for such selling securityholders. For purposes of the table below, we assume that the selling securityholders will sell all of their notes and shares of common stock issuable upon conversion of their notes pursuant to this prospectus.

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned Prior to Offering	Percent of Principal Amount of Notes	Number of Shares Beneficially Owned Prior to Offering ⁽¹⁾	Principal Amount of Notes to be Sold Pursuant to this Prospectus	Number of Shares to be Sold Pursuant to this Prospectus ⁽¹⁾	Principal	Number
						Amount	of
						of	of
						Notes	Shares
						Beneficially	Beneficially
						Owned	Owned
						After	After
						Offering	Offering
Amarillo Select Managers Fund ⁽³⁷⁾	90,000	*	1,072	90,000	1,072		
BNP Paribas Arbitrage ^{(a)(38)}	4,000,000	*	47,656	4,000,000	47,656		
Chrysler LLC Master Retirement Trust/Palisade Fixed Income ⁽³⁹⁾	2,486,000	*	29,618	2,486,000	29,618		

D.E. Shaw Valence Portfolios, L.L.C. ^{(a)(40)}	9,100,000	1.92%	108,419	9,100,000	108,419
Diamondback Master Fund, Ltd. ⁽⁴¹⁾	6,000,000	1.26%	71,485	6,000,000	71,485
Florida Power and Light Group Employee Pension Plan/Palisade Fixed Income ⁽³⁹⁾	764,000	*	9,102 2	764,000	9,102

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned Prior to Offering	Percent of Principal Amount of Notes	Number of Shares Beneficially Owned Prior to Offering ⁽¹⁾	Principal Amount of Notes to be Sold Pursuant to this Prospectus	Number of Shares to be Sold Pursuant to this Prospectus ⁽¹⁾	Principal	Number
						Amount	of
						of Notes Beneficially Owned After Offering	of Shares Beneficially Owned After Offering
GMIMCO Trust (General Motors Mgmt Investment Co.) ⁽⁴²⁾⁽⁴³⁾	1,773,000	*	21,123	1,773,000	21,123		
LibertyView Convertible Arbitrage Fund LP ^{(a)(37)}	600,000	*	7,148	600,000	7,148		
LibertyView Funds LP ^{(a)(37)}	1,650,000	*	19,658	1,650,000	19,658		
McMahan Securities Co. L.P. ^{(a)(44)}	175,000	*	2,084	175,000	2,084		
Northwestern Mutual Life Insurance Company General Account, The ^{(a)(45)}	13,250,000	2.79%	157,863	13,250,000	157,863		
Northwestern Mutual Life Insurance Company Group Annuity Separate Account, The ^{(a)(45)}	250,000	*	2,978	250,000	2,978		
Nuveen Pref. & Conv. Multi-Strategy #1 ⁽⁴⁶⁾	600,000	*	7,148	600,000	7,148		
Nuveen Pref. & Conv. Multi-Strategy #2 ⁽⁴⁶⁾	900,000	*	10,722	900,000	10,722		
Objectif Convertibles SICAV ⁽⁴⁷⁾	1,400,000	*	16,679	1,400,000	16,679		
Oppenheimer Convertible Securities Fund ^{(a)(48)}	4,000,000	*	47,656	4,000,000	47,656		
Police & Fire Retirement System	779,000	*	9,281	779,000	9,281		

of the City of Detroit ⁽⁴²⁾⁽⁴⁹⁾					
RMF Umbrella SICAV ⁽⁵⁰⁾	1,000,000	*	11,914	1,000,000	11,914
Topaz Fund ^{(a)(51)}	750,000	*	8,935	750,000	8,935
Trust D for a Portion of the Assets of the Kodak Retirement Income Plan ⁽³⁷⁾	660,000	*	7,863	660,000	7,863
Trustmark Insurance Company ⁽⁴²⁾⁽⁵²⁾	511,000	*	6,088	511,000	6,088
Wachovia Capital Markets LLC ^{(a)(53)}	6,042,000	1.27%	71,985	6,042,000	71,985

(a) The selling securityholders identified have indicated that they are, or are affiliates of, registered broker-dealers. These selling securityholders have represented that they acquired their securities in the ordinary course of business and, at the time of the acquisition of the securities, had no agreements or understandings, directly or indirectly, with any person to distribute the securities. To the extent that we become aware that any such selling securityholder did not acquire its securities in the ordinary course of

business or did have such an agreement or understanding, we will file a post-effective amendment to the registration statement of which this prospectus is a part to designate such person as an underwriter within the meaning of the Securities Act.

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 11.9142 shares of common stock per \$1,000 principal amount of notes and that no fractional shares will be issued upon a conversion of the notes.

(37) Neuberger Berman, LLC is the common investment advisor for each selling securityholder and has voting and dispositive power over the securities beneficially owned by such selling securityholders, which is exercised by Richard A. Meckler. Because they have hired a common investment advisor, these entities are likely to vote together. Additionally, there may be common investors within the different accounts managed by the same investment advisor. The General Partner of LibertyView Convertible Arbitrage Fund LP and LibertyView Funds LP is Neuberger Berman Asset Management, LLC, which is affiliated with Neuberger Berman, LLC, a registered broker-dealer. The notes were purchased for

investment in the ordinary course of business and at the time of purchase, there were no agreements or understandings, directly or indirectly, with any person to distribute the notes. Amarillo Select Managers Fund and Trust D for a Portion of the Assets of the Kodak Retirement Income Plan are not in any way affiliated with a broker-dealer.

(38) Yann Gerardin has voting power and investment control over the securities beneficially owned by BNP Paribas Arbitrage and may be deemed to be the beneficial owner of these securities.

(39) Palisade Capital Management, L.L.C., referred to as Palisade Capital in this prospectus, is the investment advisor for each selling securityholder and has voting power and investment control over the securities beneficially

owned by such selling securityholders and may be deemed to be the beneficial owner of these securities. Jack Feiler, Chief Investment Officer of Palisade Capital, has voting power and investment control over the securities beneficially owned by Palisade Capital and may be deemed to be the beneficial owner of these securities.

(40) D.E. Shaw & Co., LP, referred to as D.E. Shaw LP in this prospectus, is the investment advisor for D.E. Shaw Valence Portfolios, L.L.C., referred to as D.E. Shaw Valence in this prospectus, and has voting power and investment control over the securities beneficially owned by D.E. Shaw Valence and may be deemed to be the beneficial owner of these securities. Julius Gaudio, Eric Wepsic, Maximilian Stone and Anne Dinning, of D.E. Shaw LP, or their

designees, have voting power and investment control over the securities beneficially owned by D.E. Shaw LP and may be deemed to be the beneficial owners of these securities.

(41) Tony Bechalany, Head Trader of Diamondback Master Fund, Ltd., referred to as Diamondback in this prospectus, has voting power and investment control over the securities beneficially owned by Diamondback and may be deemed to be the beneficial owner of these securities.

(42) Advent Capital Management LLC, referred to as Advent Capital in this prospectus, is the investment manager for each selling securityholder and has voting power and investment control over the securities beneficially owned by such selling securityholders and may be deemed to be the beneficial owner

of these securities.
Tracy V.
Maitland,
President and CIO
of Advent Capital,
has voting power
and investment
control over the
securities
beneficially
owned by Advent
Capital and may
be deemed to be
the beneficial
owner of these
securities.

(43) In this prospectus supplement, GMIMCO Trust (General Motors Mgmt Investment Co.) is updating its position in our notes to include an additional \$100,000 from the \$1,673,000 included in the prospectus dated April 16, 2008. This addition does not increase the total amount of notes that may be sold under this prospectus and instead reduces the amount shown in the row Other Securityholders Not Yet Identified in the table contained in the prospectus dated April 16, 2008.

(44) David Bruce
McMahan,
Timothy
Bowman, Patricia

Ransom, Scott
Dillinger and Jay
Glassman, as
members of the
Executive
Committee of
McMahan
Securities Co.
L.P., referred to as
McMahan in this
prospectus, share
voting power and
investment control
over the securities
beneficially
owned by
McMahan and
may be deemed to
be the beneficial
owners of these
securities.
McMahan has
reported a short
position in our
common stock of
1,400 shares as of
May 1, 2008.

- (45) NML Variable
Annuity Account
A and NML
Variable Annuity
Account C,
separate accounts
of The
Northwestern
Mutual Life
Insurance
Company,
referred to as
Northwestern
Mutual in this
prospectus, have
variable annuity
contracts
registered under
the Securities Act.
As such, these
separate accounts
are not investment
companies;

however,
Northwestern
Mutual does file
Exchange Act
reports in respect
of the two
separate accounts.
Northwestern
Investment
Management
Company, LLC,
referred to as
NIMC in this
prospectus, a
wholly owned
company of
Northwestern
Mutual, is the
investment
advisor to
Northwestern
Mutual with
respect to the
registrable
securities. NIMC
therefore may be
deemed to be an
indirect beneficial
owner with shared
voting
power/investment
power with
respect to such
securities. Jerome
R. Baier is a
portfolio manager
for NIMC and
manages the
portfolio that
holds the
registrable
securities and
therefore may be
deemed to be an
indirect beneficial
owner with shared
voting
power/investment
power with
respect to such
securities.

However,
pursuant to
Rule 13d-4 under
the Exchange Act,
the immediately
preceding
sentence shall not
be construed as an
admission that
Mr. Baier is, for
the

purposes of section 13(d) or 13(g) of the Exchange Act, the beneficial owner of these securities.

Northwestern Mutual and its affiliates may, in the ordinary course of business, provide insurance or investment-related products to, or take part in transactions involving the real property of, us or our affiliates.

However, Northwestern Mutual does not concede that the foregoing constitutes material relationships with us.

(46) Eric White, Trade Operations Manager at Symphony Asset Management, has voting power and investment control over the securities beneficially owned by each selling securityholder and may be deemed to be the beneficial owner of these securities.

(47) Lazard Frères Gestion, a French Asset Management Company, under

the supervision of the French regulator Autorité des Marchés Financier (AMF), has voting power and investment control over the securities beneficially owned by Objectif Convertible SICAV and may be deemed to be the beneficial owner of these securities.

(48) Oppenheimer Funds, Inc. is the investment advisor to Oppenheimer Convertible Securities Fund, referred to as Oppenheimer Convertible in this prospectus, and has voting power and investment control over the securities beneficially owned by Oppenheimer Convertible and may be deemed to be the beneficial owner of these securities.

(49) In this prospectus supplement, Police & Fire Retirement System of the City of Detroit is updating its position in our notes to include an additional \$100,000 from the \$669,000 included

in the prospectus dated April 16, 2008. This addition does not increase the total amount of notes that may be sold under this prospectus and instead reduces the amount shown in the row Other Securityholders Not Yet Identified in the table contained in the prospectus dated April 16, 2008.

- (50) RMF Umbrella SICAV, referred to as RMF in this prospectus, is a self contained open ended investment fund founded under Luxembourg law. RMF has no management company or a single controlling shareholder. RMF issues shares of equal value and equal voting power and is controlled by all of its shareholders. RMF's board of directors is responsible for all investment decisions, for which trading decisions have been delegated to the advisor RMF Investment Management.

(51)

Robert Marx has voting power and investment control over the securities beneficially owned by Topaz Fund and may be deemed to be the beneficial owner of these securities.

- (52) In this prospectus supplement, Trustmark Insurance Company is updating its position in our notes to include an additional \$75,000 from the \$436,000 included in the prospectus dated April 16, 2008. This addition does not increase the total amount of notes that may be sold under this prospectus and instead reduces the amount shown in the row Other Securityholders Not Yet Identified in the table contained in the prospectus dated April 16, 2008.
- (53) Wachovia Corp., which is listed on the New York Stock Exchange, is the parent company of Wachovia Capital Markets LLC, referred to as Wachovia Capital in this prospectus,

and has voting power and investment control over the securities beneficially owned by Wachovia Capital and may be deemed to be the beneficial owner of these securities. In this prospectus supplement, Wachovia Capital is updating its position in our notes to include an additional \$930,000 from the \$5,112,000 included in the prospectus dated April 16, 2008. This addition does not increase the total amount of notes that may be sold under this prospectus and instead reduces the amount shown in the row Other Securityholders Not Yet Identified in the table contained in the prospectus dated April 16, 2008.